ICF International, Inc.
Form DEF 14A
April 24, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:
Preliminary Proxy Statement
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
Definitive Proxy Statement
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ICF INTERNATIONAL, INC.

(Name of Registrant as Specified In Its Charter)
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(2) Form, Schedule or Registration Statement No.:
(3) Filing Party:
(4) Date Filed:

Notice of Annual Meeting of Stockholders
to be held on June 5, 2015

Date:	**Time:**	**Place:**
		ICF International's Corporate Headquarters
June 5, 2015	10:30 a.m.	9300 Lee Highway
		Fairfax, Virginia 22031

AGENDA:

To elect two (2) directors for a term expiring in 2018 (Proposal 1);
To approve the amendment of the ICF International, Inc. 2010 Omnibus Incentive Plan, as amended on June 7, 2013 (the "***2010 Incentive Plan***") (Proposal 2);
To approve the material performance goals under the 2010 Incentive Plan, for purposes of complying with the requirements of Internal Revenue Code Section 162(m) (Proposal 3);
To provide an advisory vote regarding ICF International's overall pay-for-performance executive compensation program (Proposal 4);
To ratify the selection of Grant Thornton LLP as our independent registered public accounting firm for fiscal year 2015 (Proposal 5); and
To transact any other business that is properly brought before the meeting or any adjournment or postponement.

Pursuant to the Delaware General Corporation Law and ICF International's Amended and Restated Bylaws, stockholders of record at the close of business on April 6, 2015 are entitled to notice of, and to vote at, the annual meeting. This notice of annual meeting, the Proxy Statement, and form of proxy or voting instruction form are being distributed and made available on or about April 24, 2015.

We are pleased to utilize the U.S. Securities and Exchange Commission rule that allows companies to furnish their proxy materials to stockholders over the Internet. As a result, we are mailing to many of our stockholders a notice instead of a paper copy of the Proxy Statement and our 2014 Annual Report. This notice contains instructions on how to access those documents over the Internet. We direct your attention to the attached Proxy Statement for more information, including instructions on how stockholders can receive a paper copy of our proxy materials, including the Proxy Statement, our 2014 Annual Report and a form of proxy or voting instruction form. All stockholders who do not receive a notice, including stockholders who have previously requested to receive paper copies of proxy materials, will receive a paper copy of the proxy materials by mail unless they have previously requested delivery of proxy materials electronically. Employing an electronic distribution process will conserve natural resources and reduce the costs of printing and distributing our proxy materials.

We cordially invite you to attend this year's meeting. It is important that your shares of ICF International common stock be represented at this meeting in order to help ensure the presence of a quorum. Even if you plan to attend the annual meeting of stockholders in person, please vote your shares of ICF International common stock by mailing your completed proxy or voting instruction form, or voting electronically or telephonically, as doing so will ensure your representation at the annual meeting regardless of whether you attend in person. Thank you for your cooperation and continued support of ICF International.

By Order of the Board of Directors,

Sudhakar Kesavan
Chairman and Chief Executive Officer
Fairfax, Virginia
April 24, 2015

CAST YOUR VOTE RIGHT AWAY

We hope you will exercise your rights and fully participate as a stockholder. It is very important that you vote to play a part in the future of our Company. You do not need to attend the annual meeting of stockholders to vote your shares.

If you hold your shares through a broker, bank or nominee, your broker is not permitted to vote on your behalf on the election of directors and other matters to be considered at the annual meeting of stockholders (except on ratification of the selection of Grant Thornton LLP as the independent registered public accounting firm for 2015), unless you provide specific instructions by completing and returning the voting instruction form or following the instructions provided to you to vote your shares via telephone or the internet. For your vote to be counted, you will need to communicate your voting decisions to your broker, bank or nominee before the date of the stockholder meeting.

Even if you plan to attend our annual meeting of stockholders in person, please read this Proxy Statement with care and vote right away using any of the following methods. **In all cases, have your proxy card or voting instruction form in hand and follow the instructions.**

BY INTERNET USING YOUR COMPUTER	BY TELEPHONE	BY MAILING YOUR PROXY CARD
Visit 24/7 ***www.proxyvote.com***	**Registered Owners dial** **toll-free 24/7** ***1-800-690-6903***	**Cast your ballot,** **sign your proxy card** **and send by free post**

Admission:

All (1) stockholders of record as of the record date, (2) beneficial holders of ICF International common stock held by a broker, bank, or other nominee (i.e., in “street name”) as of the record date and (3) any authorized representatives of entities who are record or beneficial holders as of the record date may attend the annual meeting of stockholders. Attendees must present, in addition to valid photo identification or other satisfactory proof of identification, the following materials in order to be admitted to the meeting:

For stockholders, the top portion of their proxy card, which will serve as an admission ticket;

For beneficial holders, proof of stock ownership such as a recent brokerage statement or letter from a bank or broker. If you want to vote your shares of ICF International common stock held in street name in person at the meeting, you must obtain a written proxy in your name from the broker, bank or other nominee who is the record holder of your shares; and

For authorized representatives, a letter from the entity certifying as to their status as an authorized representative.

PROXY SUMMARY

PROXY SUMMARY

To assist you in reviewing the proposals to be acted upon at the annual meeting of stockholders, we call your attention to the following information about ICF International, Inc.'s ("***ICF International***," the "***Company***," "***we***," "***our***" or "***us***") 2014 financial performance and key executive compensation actions and decisions. The following description is only a summary. For more complete information about these topics, please review the Company's Annual Report on Form 10-K for the year ended December 31, 2014, and the complete Proxy Statement that follows.

Proposals Which Require Your Vote

		More Information	**Board Recommendation**	**Votes Required for Approval**
PROPOSAL 1	Election of two (2) directors	Page 5	**FOR** each Director Nominee	Plurality of the votes entitled to be cast in the election of directors.
PROPOSAL 2	Approval of the amendment to the Company's 2010 Omnibus Incentive Plan, as amended on June 7, 2013 (the "***2010 Incentive Plan***")	Page 14	**FOR**	Affirmative "**FOR**" vote of a majority of the votes cast for the proposal.
PROPOSAL 3	Approval of material terms of the 2010 Incentive Plan, for purposes of complying with the requirements of Internal Revenue Code Section 162(m)	Page 21	**FOR**	Affirmative "**FOR**" vote of a majority of the votes cast for the proposal.
PROPOSAL 4	Advisory vote regarding ICF International's overall pay-for-performance executive compensation program	Page 22	**FOR**	Advisory vote only.
PROPOSAL 5	Ratification of the selection of the independent registered public accounting firm	Page 23	**FOR**	Optional vote only.

About ICF International

ICF International provides professional services and technology solutions that deliver beneficial impact in areas critical to the world's future. The Company is fluent in the language of change, whether driven by markets, technology, or policy. Since 1969, we have combined a passion for our work with deep industry expertise to tackle our clients' most important challenges. We partner with clients around the globe—advising, executing, innovating—to help them define and achieve success. Our more than 5,000 employees serve government and commercial clients from more than 70 offices worldwide. ICF International's website is www.icfi.com.

At December 31, 2014, ICF International had total revenue of $1,050.1 million, consolidated assets of approximately $1,110.3 million and total consolidated stockholders' equity of approximately $500.7 million.

ICF International is a Delaware corporation. ICF International's principal executive offices are located at 9300 Lee Highway, Fairfax, Virginia 22031.

PROXY SUMMARY

2014 Business Highlights

Financial Performance. 2014 was a year of major progress and accomplishment for our Company on many fronts:

Operating income was $69.4 million, up 7.2% over the $64.7 million reported for full year 2013. Earnings per share, on a diluted basis, was $2.00 per share of common stock for 2014, compared to $1.95 per share of common stock for 2013:

Revenue was $1.05 billion in 2014, up 10.6% over the $949.3 million reported for full year 2013:

Acquisitions.

In February 2014, March 2014 and November 2014, ICF International completed its acquisition of Mostra S.A. ("***Mostra***"), CityTech, Inc. ("***CityTech***") and OCO Holdings, Inc. and its subsidiaries (collectively known as "***Olson***"), respectively. Mostra is a strategic communications consulting company based in Brussels, Belgium that offers end-to-end, multi-channel communications solutions to assist government and commercial clients, particularly the European Commission. CityTech is a Chicago-based digital interactive consultancy specializing in enterprise applications development, web experience management, mobile application development, cloud enablement, managed services, and customer experience management solutions. Olson is a Minnesota-based marketing technology and digital services firm. ICF International's acquisition of Mostra, CityTech and Olson in 2014 broadened its offerings to clients in the areas of content management, marketing and digital services. These acquisitions now allow us to offer complete end-to-end solutions for chief marketing officers, chief communications officers, and chief technology officers as they invest in digital marketing platforms and solutions.

Proxy Summary - 2

PROXY SUMMARY

Compensation Highlights

The Compensation Committee of the Board of Directors (the "***Compensation Committee***") of the Company took the following actions during fiscal year 2014 and to date to maintain and improve the pay-for-performance nature of our executive compensation program:

Extensively reviewed external executive compensation trends to ensure the Company's executive compensation practices align with market best practices.

Reviewed the work of management's compensation consultant, Semler Brossy Consulting Group, LLC, and then, with input from the Compensation Committee's compensation consultant, AonHewitt, made determinations on the design of a performance share program ("***Performance Program***") to add performance shares to the mix of ICF International's long-term incentive program beginning in 2015. Performance shares are performance-contingent awards where executives may earn zero to maximum performance shares depending on the Company's actual performance against pre-established performance measures. The performance periods of the performance shares focus on the long term (i.e., more than one year) to align executives' interests with the interests of long-term stockholders. Performance shares were granted to members of ICF International's executive leadership team on March 16, 2015 (as reported by a Form 8-K filed with the SEC on March 11, 2015).

Enhanced the Executive Stock Ownership Policy by expanding the designated executives (including the named executive officers (the "***NEOs***")) subject to it and increased the level of stock ownership that executives are required to hold. Under the policy, the executive may not sell, transfer or dispose of shares of Company common stock if he or she does not meet the requisite stock ownership policy.

Revised the Annual Incentive Program to make it more formulaic. Previously, "on plan" performance was defined as achieving 85% to 115% of performance goals. Beginning in 2015, threshold, target and maximum performance goals are established with appropriate payouts at each level.

Reviewed the 2010 Incentive Plan against key institutional investors' voting policies on equity plans and proxy advisory firms' equity plan evaluation criteria, which resulted in recommendations for the amendment to the 2010 Incentive Plan, as described in this Proxy Statement including, consistent with best corporate governance practices, "double-trigger" change of control equity vesting and one (1) year minimum vesting of equity awards (except for pre-existing employment or severance agreements), the approval of which will be voted upon at the 2015 annual meeting of stockholders.

Revised the peer group to include a broader array of companies to reflect the evolution of ICF International's business strategy.

For additional information on compensation-related matters, see the Compensation Discussion & Analysis (the "***CD&A***") section of this Proxy Statement.

PROXY SUMMARY

The compensation of our NEOs reflects both our 2014 performance and the increased rigor of our annual incentive program.

NEO	Salary ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Compensation ($)	All Other Compensation ($)	Total ($)
Sudhakar Kesavan	$810,867	$714,300	$714,445	$656,184	$19,783	$2,915,579
John Wasson	597,365	375,843	375,951	382,639	10,828	1,742,626
James C. Morgan	469,622	189,121	189,158	263,213	10,540	1,121,654
Ellen Glover	359,981	108,697	108,734	144,739	11,548	733,699
Isabel Reiff	339,827	103,653	103,667	174,870	14,444	736,461

2014 Executive Total Compensation Mix

Under our executive compensation program, a significant portion (71% and 58%, respectively) of the Chief Executive Officer's (the "***CEO***") and other NEOs' annual total compensation is variable based on our operating performance and/or our stock price, as shown below:

Response to Advisory Vote

Approximately 96% of the votes cast at the 2014 annual meeting of stockholders on the non-binding advisory vote on our NEO compensation were voted in support of our executive compensation program. Consistent with its strong commitment to engagement, communication, and transparency, the Compensation Committee continues to regularly review our executive compensation program to ensure alignment between the interests of our senior executives and stockholders.

PROXY SUMMARY

Corporate Governance Highlights

ICF International has a longstanding commitment to effective governance of its business and affairs for the benefit of stockholders. The Board of Directors' (the "***Board***") Governance and Nominating Committee (the "***Governance and Nominating Committee***") periodically reviews our Corporate Governance Guidelines to maintain effective and appropriate standards of corporate governance.

Board Leadership Structure

Our Board leadership structure currently consists of a Chairman of the Board, who also serves as our CEO, a Lead Independent Director, and independent Committee chairs. The Board believes that ICF International is currently best served in combining the CEO and Chairman of the Board positions, complemented by an independent, strong and effective Lead Independent Director.

On April 15, 2015, S. Lawrence Kocot delivered his resignation from the Board, effective April 25, 2015. The size of the Board will decrease by one (1) member so that the Board consists of seven (7) directors, six (6) of whom are independent. In the effort to make the Board classes as even in number as possible, director Eileen O'Shea Auen was moved from Class I (with a term expiring in 2016) to Class III, and as a result, is up for re-election at the 2015 annual meeting of stockholders.

Lead Independent Director

Dr. Edward Bersoff serves as ICF International's Lead Independent Director. Both the Board and management believe that strong, independent Board leadership is a critical aspect of effective corporate governance.

Lead Independent Director responsibilities include, but are not limited to:

Chair any meeting of the independent directors in executive session.

Meet with any director whom the Lead Director deems is not adequately performing his or her duties as a member of the Board or any committee.

Facilitate communications between other members of the Board and the Chairman of the Board and/or the CEO; however, each director is free to communicate directly with the Chairman of the Board and with the CEO.

Work with the Chairman of the Board in the preparation of the agenda for each Board meeting and in determining the need for special meetings of the Board.

Consult with the Chairman of the Board and/or the CEO on matters relating to corporate governance and Board performance.

Lead the deliberation and action by the Board or a Board committee regarding any offer, proposal or other solicitation or opportunity involving a possible acquisition or other change of control of the Company, including by merger, consolidation, asset or stock sale or exchange, or recapitalization.

Strong Board Committees

The three (3) standing committees established by the Board meet on a regular basis and operate under written charters approved by the Board. Each committee performs an annual self-evaluation to determine whether the committee is functioning effectively and fulfilling its duties as prescribed by its charter. All members of the Audit Committee, the Compensation Committee and the Governance and Nominating Committee are independent, and each committee has the ability to hire and terminate its own outside advisors.

Board Risk Oversight

Our Board has oversight for risk management with a focus on the most significant enterprise risks facing the company, including strategic, reputation, liquidity, market, operational, financial, legal, and compliance risks.

Continuing Education

ICF International's Corporate Governance Guidelines encourage all directors to receive continuing education in areas that will assist them in discharging their duties.

Stock Ownership and Holding Period Requirements

The Board believes that designated executives of the Company should have a financial stake in ICF International so that their interests are aligned with those of the stockholders, and therefore, will more effectively represent ICF International's stockholders. Currently, pursuant to the Company's Executive Stock Ownership Policy, as amended in May 2014 (the "***Executive Stock Ownership Policy***"), each of the Chairman of the Board and CEO, the NEOs and other designated executives are expected to own shares of ICF International common stock with a value equal to, or in excess of, four (4) times, two (2) times, and one (1) times the value of his or her annual base salary, respectively. For designated executives (including NEOs) as of January 1, 2015, ownership levels are to be achieved within five (5) years of that date, and for newly appointed designated executives, such levels are to be achieved by the later of the fifth (5^{th}) anniversary of becoming such an executive, or December 31 of that year.

PROXY SUMMARY

The Board also believes that its members should share stockholders' focus on the Company's long-term value. In March 2011, upon the recommendation of the Governance and Nominating Committee, the Board adopted a revised Board member stock ownership policy establishing, as a guideline (but not an absolute requirement), that non-employee directors of the Company be expected to own shares of Company common stock valued at five (5) times such director's annual cash meeting retainer, which may include shares of unvested restricted stock (*i.e.*, directors are strongly encouraged to hold common stock valued at $300,000 (or five (5) times $60,000)). Such ownership level is to be achieved over a period of four (4) years after becoming a member of the Board.

As of April 6, 2015, each of our NEOs and non-employee directors either met the above stock ownership guidelines or are expected to meet the applicable ownership guidelines within the specified time period.

Anti-Hedging and Anti-Pledging.

Pursuant to the Company's Policy on Insider Information and Securities Trading ("***Policy on Insider Information***") the Company considers it improper and inappropriate for any employee, officer or director of the Company to engage in short-term or speculative transactions in the Company's securities. The Policy on Insider Information specifically prohibits directors, officers and other employees from engaging in short sales of the Company's securities and transactions in puts, calls or other derivative securities (sometimes referred to as "***hedging***"). Each of the NEOs and directors complied with the Policy on Insider Information during fiscal year 2014.

Individual stock grant agreements prohibit the pledging or assignment of stock grants.

Good Governance Practices

Board is 86% independent, 43% female, and includes a Lead Director.
Board reflects a range of talents, ages, skills, diversity, and expertise.
Each director attended over 75% of applicable Board/Committee meetings.
Board has three (3) standing committees, each operating under a written charter and chaired by an independent director: Audit, Compensation, and Governance and Nominating.

- Board has adopted comprehensive Corporate Governance Guidelines to guide its oversight and leadership.
- The Board and each Committee conduct an annual self-evaluation.
- The Board conducts an annual evaluation of the CEO.
- We have stock ownership guidelines for directors and executive officers.
- We have policies restricting hedging and short sales of ICF International equity securities by directors and executive officers.
- Individual stock grant agreements prohibit the pledging or assignment of stock grants.
- The Board reviews management talent and succession planning annually.
- No stockholder rights plan or “poison pill” has been adopted.
- The Compensation Committee, in conjunction with an independent compensation consultant, routinely reviews our pay-for-performance executive compensation program.
- Neither the Board nor management has engaged in related party transactions.
- The CEO’s and COO’s severance agreements have a “double trigger” in connection with any compensation, equity or benefits paid in the event of a change of control.

Compensation Recoupment Policy

The Company’s recoupment policy is set forth in the 2010 Incentive Plan. Under this policy, if any of the Company’s financial statements are required to be restated resulting from errors, omissions, or fraud, the Committee may direct that the Company recover all or a portion of any award (cash or equity) granted or paid to a participant with respect to any fiscal year of the Company the financial results of which are negatively affected by such restatement. The amount to be recovered from the participant shall be the amount by which the award exceeded the amount that would have been payable to the participant had the financial statements been initially filed as restated, or any greater or lesser amount (including, but not limited to, the entire award) that the Committee shall determine. In no event shall the amount to be recovered by the Company be less than the amount required to be repaid or recovered as a matter of law (including but not limited to amounts that are required to be recovered or forfeited under Section 304 of the Sarbanes-Oxley Act of 2002).

PROXY SUMMARY

Stockholder Actions

Election of Directors (Proposal 1)

You will find important information below about the qualifications and experience of each of the director nominees whom you are being asked to elect. The Governance and Nominating Committee performs an annual assessment to evaluate whether ICF International's directors have the skills and experience to effectively oversee the Company. All of our directors have proven leadership ability, sound judgment, integrity and a commitment to the success of our Company.

Director Nominees

Name	**Director Since**	**Age**	**Independent**	**Principal Occupation**	**Other Public Boards**	**ICF International Board Committees**
Eileen O'Shea Auen	2008	52	Yes	Executive Chairman, Helios	None	Governance & Nominating Committee (Chair); Compensation Committee
Cheryl Grisé	2012	62	Yes	Retired	MetLife, Inc., PulteGroup, Inc., and Pall Corporation	Compensation Committee (Chair)

On April 15, 2015, S. Lawrence Kocot delivered his resignation from the Board, effective April 25, 2015. The size of the Board will decrease by one (1) member so that the Board consists of seven (7) directors. In the effort to make the Board classes as even in number as possible, director Eileen O'Shea Auen was moved from Class I (with a term expiring in 2016) to Class III. As a result, Ms. Auen is standing for re-election at the 2015 annual meeting of stockholders.

Approval of the Amendment to the 2010 Incentive Plan (Proposal 2)

Stockholders are being asked to vote in favor of the amendment to the 2010 Incentive Plan. The amendment to the 2010 Incentive Plan includes:

(1) an increase in the number of shares reserved for issuance thereunder by 1,540,000 shares,

(2) the adoption of a "double trigger" change of control provision for vesting of, and restriction period for, equity awards, and

(3) the adoption of a one-year minimum vesting of, and restriction/performance period for, equity awards (except for pre-existing employment or severance agreements) with up to 5% of the available shares (including the additional shares requested) not subject to such minimum one-year restrictions.

The proposed amendment was approved by the Board on April 8, 2015. If approved by the stockholders at the 2015 annual meeting, the amendment will become effective upon such approval. The purpose of the amendment is primarily to align certain provisions with recognized market best practices; and to increase the number of shares available under the 2010 Incentive Plan.

Detailed information on Proposal 2, including a summary of Stockholder Friendly Features and burn rates, can be found on pages 14 through 20 below.

Approval of the Material Terms of the Performance Goals under the 2010 Incentive Plan for Purposes of Complying with the Requirements of Internal Revenue Code Section 162(m) (Proposal 3)

Stockholders are being asked to vote to reapprove the material terms of the performance goals of the 2010 Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code, including the corporate performance goals to which payment of certain awards made under the 2010 Incentive Plan may be tied in order to qualify those awards as performance-based compensation under Section 162(m) of the Code. Such performance goals must be approved by stockholders every five (5) years, and five (5) years have passed since the approval of the performance goals under the 2010 Incentive Plan. If our stockholders reapprove these terms, the Compensation Committee of the Board will have the ability to make awards and payments under the 2010 Incentive Plan that qualify as tax-deductible performance-based compensation under Section 162(m) of the Code.

PROXY SUMMARY

Advisory Vote Regarding ICF International's Overall Pay-For-Performance Executive Compensation Program (Proposal 4)

Stockholders are being asked to cast a non-binding, advisory say on pay ("***Say on Pay***") vote on our executive officer compensation. Last year, approximately 96% of the votes cast by our stockholders on this proposal supported our executive compensation program. Consistent with the recommendation of the Board and the preference of our stockholders, we have decided to hold an annual Say on Pay vote. In evaluating this year's Say on Pay proposal, we recommend that you carefully review the CD&A, which explains how and why the Compensation Committee arrived at its executive compensation actions and decisions for 2014.

Ratification of the Selection of the Independent Registered Public Accounting Firm

(Proposal 5)

The Audit Committee of the Board has appointed Grant Thornton LLP ("***Grant Thornton***") as the Company's independent registered public accounting firm (independent auditor) for 2015. While we are not required to have stockholders ratify the selection of Grant Thornton as the Company's independent auditor, we are doing so because we believe it is good corporate practice. If stockholders do not ratify the selection, the Audit Committee will reconsider the appointment, but may nevertheless retain Grant Thornton as the Company's independent auditor. Even if the selection is ratified, the Audit Committee may, at its discretion, direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such change is in the best interests of the Company and its stockholders.

Submission of Stockholder Proposals or Nominations for 2016 Annual Meeting of Stockholders

Stockholder proposals submitted for inclusion in our 2016 proxy statement pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended, must be received by us by December 26, 2015. Notice of stockholder proposals to nominate a person for election as a Director or to introduce an item of business at the 2016 annual meeting of stockholders outside Rule 14a-8 must be received by us no earlier than February 6, 2016 and no later than March 7, 2016.

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VOTING AND MEETING INFORMATION

PROXY STATEMENT

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors (the "***Board***") of ICF International, Inc. ("***ICF International***," the "***Company***," "***we***," "***our***," or "***us***") to be used at the annual meeting of stockholders of the Company. The annual meeting will be held at our principal executive office, 9300 Lee Highway, Fairfax, Virginia 22031, on June 5, 2015, at 10:30 a.m., local time. This Proxy Statement and enclosed proxy form are being made available over the Internet or delivered by mail on or about April 24, 2015, to stockholders of record.

Voting And Meeting Information

What is the purpose of the annual meeting?

At our annual meeting, you will be asked to:

		More Information	**Board Recommendation**	**Votes Required for Approval**
PROPOSAL 1	Elect two (2) directors to serve for a term expiring at our annual meeting in 2018	Page 5	FOR each Director Nominee	Plurality of the votes entitled to be cast in the election of directors
PROPOSAL 2	Approve the amendment to the ICF International, Inc. 2010 Omnibus Incentive Plan, as amended on June 7, 2013 (the "***2010 Incentive Plan***")	Page 14	FOR	Affirmative vote of the majority of votes cast. Because this is a non-routine matter, abstentions will have the same effect as voting against the proposal. Broker non-votes will have no effect on the vote results.
PROPOSAL 3	Approve material plan terms of the 2010 Incentive Plan for purposes of complying with the requirements of Internal Revenue Code Section 162(m)	Page 21	FOR	Affirmative vote of the majority of votes cast. Because this is a non-routine matter, abstentions will have the same effect as voting against the proposal. Broker non-votes will have no effect on the vote results.
		Page 22	FOR	Advisory vote only.

PROPOSAL 4	Provide an advisory vote regarding ICF International's overall pay-for-performance executive compensation program (the "***Say on Pay***" vote)			
PROPOSAL 5	Ratify the selection of Grant Thornton LLP ("***Grant Thornton***") as our independent registered public accounting firm	Page 23	FOR	Optional vote only.

–Transact any other business that properly comes before the meeting or any adjournment or postponement.

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VOTING AND MEETING INFORMATION

How does the Board recommend that I vote?

Our Board recommends that you vote your shares **FOR**: (i) the nominees for election to the Board; and (ii) Proposals 2, 3, 4 and 5.

Who is entitled to vote?

Holders of record of our common stock as of the close of business on April 6, 2015, are entitled to vote at the annual meeting. At that time, we had 19,555,426 outstanding shares of common stock. We have no other outstanding classes of stock that are entitled to vote at the annual meeting. Voting stockholders are entitled to one (1) vote per share.

Why did I receive a notice in the mail regarding the Internet availability of the proxy materials instead of a paper copy of the proxy materials?

We are pleased to utilize the U.S. Securities and Exchange Commission (the "***SEC***") rule that allows companies to furnish their proxy materials over the Internet. As a result, we are mailing to many of our stockholders a notice about the Internet availability of the proxy materials instead of a paper copy of the proxy materials. All stockholders receiving the notice will have the ability to access the proxy materials over the Internet and to request a paper copy of the proxy materials by mail.

To reduce the expenses of delivering duplicate notices to stockholders, we are relying upon SEC rules that permit us to deliver only one (1) notice about the Internet availability of the proxy materials to multiple stockholders who share an address, unless we receive contrary instructions from any stockholder at that address. Upon request, whether oral or written, we will deliver a separate copy of the notice about the Internet availability of the proxy materials to any stockholder at a shared address who requests his or her own copy. Requests should be made to ICF International, Inc., 9300 Lee Highway, Fairfax, Virginia 22031, Attention: Mollie Roy, Corporate Secretary.

How can I access the proxy materials over the Internet?

Your notice about the Internet availability of the proxy materials, proxy form, or voting instruction form will contain instructions on how to view our proxy materials for the annual meeting on the Internet. **Our proxy materials are also publicly available, free of charge, at** www.proxyvote.com. Our proxy materials will be available at this website through the conclusion of the annual meeting.

Your notice of Internet availability of proxy materials, proxy form, or voting instruction form will contain instructions on how you may request access to proxy materials electronically on an ongoing basis. Choosing to access your proxy materials electronically will help us conserve natural resources and reduce the costs of printing and distributing our proxy materials.

How may I obtain a paper copy of the Company's proxy materials, 2014 Annual Report, and/or other financial information?

Stockholders receiving a notice about the Internet availability of the proxy materials will find instructions regarding how to obtain a paper copy of the proxy materials on their notice. Stockholders also may request a free copy of our Proxy Statement and/or 2014 Annual Report, which includes our Form 10-K, by writing to: ICF International, Inc., 9300 Lee Highway, Fairfax, Virginia 22031, Attention: Mollie Roy, Corporate Secretary. Alternatively, stockholders can access the 2014 Annual Report, which includes our Form 10-K, on our Investor Relations website at: http://investor.icfi.com. We will also furnish any exhibit to the 2014 Form 10-K if specifically requested.

How do I vote?

You may vote in person at the meeting, on the Internet, by telephone, or through a proxy or voting instruction form. Stockholders who have received a notice of the availability of the proxy materials by mail may submit proxies over the Internet by following the instructions on the notice. Stockholders who have received a paper copy of a proxy form or a voting instruction form by mail may either:

(i) submit their proxy over the Internet using their computer or by telephone by following the instructions on the proxy form or voting instruction form; or

(ii) submit their proxy by mail by signing and dating the proxy form or voting instruction form received and returning it in the prepaid envelope.

What if I hold shares indirectly?

If you hold shares in a stock brokerage account, or through a bank or other nominee, you are considered to be the beneficial owner of shares held in "street name" and these proxy materials are being forwarded to you by your broker or nominee. As the beneficial owner, you have the right to direct your broker how to vote. If you do not direct your broker how to vote, your broker is permitted to vote your shares on the appointment of the independent registered public accounting firm, even if you do not furnish voting instructions. However, your broker will not be able to vote on other matters.

If your shares are held in "street name," your broker or other nominee may have procedures that will permit you to vote by telephone or electronically through the Internet.

Can I change my vote?

You have the right to revoke your proxy at any time before votes are counted at the meeting by:

- notifying us in writing at our corporate offices by writing to ICF International, Inc., 9300 Lee Highway, Fairfax, Virginia 22031, Attention: Mollie Roy, Corporate Secretary;
- entering a new vote by using the Internet or the telephone, or by mailing a new proxy form or new voting instruction form bearing a later date, which will automatically revoke your earlier voting instructions; or

VOTING AND MEETING INFORMATION

voting in person at the meeting.

Attendance at the meeting will not in itself constitute revocation of your proxy.

Attending the Meeting

Attendance at the meeting is limited to stockholders who, as of the record date, are:

- stockholders of record;
- beneficial holders of ICF International common stock held by a broker, bank, or other nominee (i.e., in "street name"); or
- authorized representatives of entities who are record or beneficial holders.

A stockholder of a class noted above must present, in addition to valid photo identification or other satisfactory proof of identification, such as the following materials, in order to be admitted to the meeting:

- stockholders of record must present the top portion of their proxy card, which will serve as an admission ticket;
- beneficial holders will need proof of stock ownership. A recent brokerage statement or letter from a bank or broker is an example of proof of stock ownership. If you want to vote your shares of ICF International common stock held in street name in person at the meeting, you must obtain a written proxy in your name from the broker, bank or other nominee who is the record holder of your shares; and
- in addition to any evidence required above for record or beneficial holders, authorized representatives must present a letter from the entity certifying as to their status as an authorized representative.

Cameras, recording devices and other electronic devices, and the use of cellular phones or tablets will not be permitted at the meeting. Representatives will be at the entrance to the meeting and these representatives will have the authority, on the Company's behalf, to determine whether the admission policies and procedures are being followed and whether you will be granted admission to the meeting.

What are the requirements and procedures for a quorum, abstentions, and broker non-votes?

Your shares are counted as present at the meeting if you attend the meeting, if you properly return a proxy by mail, or you vote by telephone or electronically. In order for us to vote on matters at the meeting, a majority of our outstanding shares of common stock as of April 6, 2015 and entitled to vote must be present in person or by proxy at the meeting. This is referred to as a quorum. Abstentions will be counted for purposes of establishing a quorum at the meeting and will be counted as voting (but not for or against) on the affected proposal. Broker non-votes will not be counted for purposes of establishing a quorum or counted as voting. A broker non-vote occurs when a broker, bank, or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and/or has not received voting instructions from the beneficial owner. Broker non-votes may arise with respect to the proposal for the election of directors, the vote to approve the amendment to the 2010 Incentive Plan and to approve the material terms of the performance goals under the 2010 Incentive Plan, and the Say on Pay vote, because such proposals are considered non-routine matters under applicable rules, and brokers are not allowed to vote your shares on such proposals if you do not furnish voting instructions. If a quorum is not present, the meeting will be adjourned or postponed until a quorum is present.

How many votes are needed to approve each item?

For the election of two (2) directors, each for a term of three (3) years,

You may vote in favor of the nominees or withhold votes as to the nominees.

There is no cumulative voting for the election of directors.

Directors must be elected by a plurality of the votes entitled to be cast in the election of directors, which means that the nominee(s) receiving the greatest number of votes cast at the meeting will be elected.

Abstentions and broker non-votes will have no effect on the outcome of the election.

In voting on the amendment to the 2010 Incentive Plan:

You may vote in favor of or against the proposal, or you may abstain from voting.

Approval of the amendment to the 2010 Incentive Plan requires the affirmative vote of a majority of the shares entitled to vote thereon present in person or by proxy at the annual meeting.

Abstentions will have the same effect as voting against this proposal.

The approval of this proposal is a non-routine proposal, which means that brokers or other nominees do not have discretion to vote any uninstructed shares. Broker non-votes represent votes not entitled to be cast on this matter and thus will have no effect on the result of the vote.

In voting on the approval of the material performance goals under the 2010 Incentive Plan for purposes of complying with the requirements of Internal Revenue Code Section 162(m),

You may vote in favor of or against the proposal, or you may abstain from voting.

Approval of the material performance goals under the 2010 Incentive Plan requires the affirmative vote of a majority of the shares entitled to vote thereon present in person or by proxy at the annual meeting.

VOTING AND MEETING INFORMATION

Abstentions will have the same effect as voting against this proposal.

The approval of this proposal is a non-routine proposal, which means that brokers or other nominees do not have discretion to vote any uninstructed shares. Broker non-votes represent votes not entitled to be cast on this matter and thus will have no effect on the result of the vote.

The Say on Pay vote is only an advisory vote to the Board regarding the compensation of the Company’s top executives.

You may vote in favor of or against the Company’s compensation system, or you may abstain from voting.

Since this an advisory vote only, there are no minimum stockholder approval requirements.

Abstentions will have the same effect as voting against this proposal.

The approval of this proposal is a non-routine proposal which means that brokers or other nominees do not have discretion to vote any uninstructed shares. Broker non-votes represent votes not entitled to be cast on this matter and thus will have no effect on the result of the vote.

The Board will strongly consider the outcome of this vote in determining the compensation of top executives.

In voting on the ratification of the appointment of Grant Thornton LLP as the independent registered public accounting firm,

You may vote in favor of the proposal, against the proposal, or abstain from voting.

The ratification of Grant Thornton LLP as the independent registered public accounting firm is an optional vote only that is performed as a means of good corporate governance, and as such, there are no minimum stockholder approval requirements.

Abstentions will have the same effect as voting against the proposal.

Broker non-votes will have no effect on the voting, although no broker non-votes are expected to exist in connection with this vote as ratification of the independent registered public accounting firm is considered a routine matter under applicable rules.

In order to minimize the number of broker non-votes, the Company encourages you to provide voting instructions to the organization that holds your shares by carefully following the instructions provided in the Notice of Internet Availability of Proxy Materials and by the organization that holds your shares.

How will voting on any other business be conducted?

We currently do not know of any business to be considered at the annual meeting other than the five (5) proposals described in this Proxy Statement. If any other business is properly presented at the meeting, your signed proxy form gives authority to the named proxies to vote your shares on such matters, including any adjournment or postponement of the meeting, in their discretion.

Who will count the vote?

Representatives of Broadridge Financial Solutions, Inc. will tabulate the votes and act as inspectors of election.

Where can I find the voting results of the annual meeting?

The preliminary voting results will be announced at the annual meeting. The final voting results will be tallied by the inspector of election and published within four (4) business days via a Form 8-K current event filing following the conclusion of the annual meeting.

VOTING AND MEETING INFORMATION

Proposal 1
Election of Directors

Our authorized number of directors is presently fixed at eight (8), divided into three (3) classes, one of which contains two (2) members and two (2) of which contain three (3) members.

In the past twelve (12) months, the following changes have been made to the composition of the Board. First, effective October 2, 2014, we increased the size of our Board by one (1) member and appointed Ms. Leslye Katz to the Board. Ms. Katz is serving as a Class II director and will serve until the Company's annual meeting of stockholders in 2017.

Second, on April 15, 2015, S. Lawrence Kocot delivered his resignation from the Board, effective April 25, 2015. The size of the Board will decrease by one (1) member so that the Board consists of seven (7) directors. In the effort to make the Board classes as even in number as possible, director Eileen O'Shea Auen was moved from Class I (with a term expiring in 2016) to Class III. As a result, Ms. Auen is up for re-election at the 2015 annual meeting of stockholders.

Our directors are elected to serve three-year terms, so that the term of office of one (1) class of directors expires at each annual meeting.

The Board has nominated the following individuals, each of whom is currently a director, for election as directors for terms expiring at our annual meeting in 2018 or until their respective successors have been elected and qualified.

Cheryl W. Grisé

Eileen O'Shea Auen

If either of these nominees becomes unavailable for election, the accompanying proxy may be voted for a substitute, or in favor of holding a vacancy to be filled by the directors. We have no reason to believe that either nominee will be unavailable. The director nominees will be elected by a plurality of the votes entitled to be cast at the annual meeting.

A plurality is generally defined as the excess of the votes cast in favor of a director nominee over those cast in favor of any other nominee. You may vote for up to the number of nominees named, and the nominees receiving the largest number of “FOR” votes will be elected to the director positions to be filled.

The nominees and each of our continuing directors is a seasoned business leader who contributes an array of experience, qualifications, attributes, and skills to the Board. The following pages regarding each nominee and each continuing director provide background information and a summary of some of each person’s key qualifications to serve as a director. Please also see the chart below summarizing how each nominee and each continuing director reflects Board selection criteria adopted by our Governance and Nominating Committee. The age indicated for each individual is as of December 31, 2014.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE **FOR** THE DIRECTOR NOMINEES

VOTING AND MEETING INFORMATION

Nominees for Election as Directors for a Term Expiring in 2018—Class III Directors

CHERYL GRISÉ Independent Director Age 62	Director Since: 2012 Committees: Compensation (Chair) Other Current Public Directorships: MetLife, Inc.; PulteGroup, Inc.; Pall Corporation Current Occupation: Retired

Career and Education Highlights:

Eversource Energy (f/k/a Northeast Utilities), a public utility holding company:

- Executive Vice President (2005 to 2007).
- Various senior management positions at Northeast Utilities, after her employment in 1980, including President-Utility Group, General Counsel and Chief Executive Officer of all Northeast Utilities operating subsidiaries.

Lead director, MetLife, Inc. (NYSE: MET), a major multi-line insurance carrier (2004 to present).

Board member PulteGroup, Inc. (f/k/a Pulte Homes, Inc.) (NYSE: PHM), a large commercial home builder (2008 to present).

Board member, Pall Corporation (NYSE: PLL), a manufacturer of fluid purification devices (2007 to present).

Former Board member, Dana Holding Corporation (f/k/a Dana Corporation) (NYSE: DAN) (2002-2008).

Member, Board of Trustees, Kingswood-Oxford School (2005 to present).

Trustee Emeritus, University of Connecticut Foundation (2011 to present).

B.A., Education, University of North Carolina.

J.D., Thomas Jefferson School of Law.

Executive Management Program, Yale University School of Organization and Management.

sELECTED dIRECTOR qUALIFICATIONS:

Director experience serving on boards of other public companies, including service as a Lead director and serving as a member of the Audit Committee and chairing Compensation or Governance Committees of those boards

Demonstrated business and financial acumen and experience

Governance experience as general counsel

Extensive management experience in the electric and natural gas utility industry

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EILEEN O'SHEA AUEN

Independent Director

Age 52

Director Since: 2008

Committees: Governance and Nominating (Chair); Compensation

Other Current Public Directorships: None

Current Occupation: Executive Chairman, Helios

Career and Education Highlights:

Executive Chairman of Helios (the resulting company in the merger of PMSI,

Inc. and Progressive Medical, Inc.).

Chairman and Chief Executive Officer of PMSI, Inc. (2008 to 2013).

Head of Healthcare Management, Aetna (2007 to 2008).

Chief Executive Officer, APS Healthcare, Inc. (2005 to 2007).

Managing Partner, Chapterhouse, LLC (2004 to 2005).

President, Health Net of the Northeast (2003 to 2004).

President, Southeast Region, Cigna Healthcare (2000 to 2003).

B.A., Towson University.

M.B.A., University of Virginia.

sELECTED dIRECTOR qUALIFICATIONS:

Prior experience as a chief executive officer, providing significant management experience in the areas of finance, accounting, business operations, management, risk oversight, executive decision making and corporate governance

Substantial expertise in healthcare

Experienced ICF board member whose tenure provides a thorough understanding of ICF's business and corporate governance and its values and culture

Meaningful experience in the services sector, including the sale and integration of a services business

VOTING AND MEETING INFORMATION

Directors Whose Term of Office Expires in 2016—Class I Directors

	Director Since: 2006
DR. SRIKANT M. DATAR	Committees: Governance and Nominating
Independent Director	Other Current Public Directorships: Novartis AG; T-Mobile US, Inc.; and Stryker Corporation
Age 61	Current Occupation: Arthur Lowes Dickinson Professor at the Graduate School of Business Administration at Harvard University

Career and Education Highlights:

Arthur Lowes Dickinson Professor at the Graduate School of Business Administration, Harvard University (1996 to present).

Chartered Accountant.

Professor, Stanford University (1989 to 1996).

Professor, Carnegie Mellon University (1983 to 1989).

Board member, Novartis AG, a holding company organized under Swiss law and publicly traded on the SWX Swiss Stock Exchange and the NYSE (NYSE: NVS), in the form of American Depositary Shares (2003 to present).

Board member, Stryker Corporation (NYSE: SYK) (2009 to present).

Board member, T-Mobile US, Inc. (NYSE: TMUS) (2013 to present).

Former Board member, HCL Technologies Limited, a public company under Indian law whose shares are publicly traded on the Mumbai Stock Exchange (2012 to 2014).

Former Board member, KPIT Technologies (2007 to 2012).

Published papers in several leading academic journals and is the co-author of "Rethinking the MBA: Business Education at a Crossroads."

Consulted with, and done field-based research with, many corporations and has presented his research to managers and executives in North and South America, Europe, Asia, Australia and Africa.

Received gold medals upon his graduation from the Indian Institute of Management, Ahmedabad, and the Institute of Cost and Works Accountants of India.

Masters in Statistics and Economics, Stanford University.
Ph.D. in Business, Stanford University.

sELECTED dIRECTOR qUALIFICATIONS:

Service on boards of other international businesses, including as director of a leading global pharmaceutical company, director of a leading global medical technology company and director of a leading U.S. telecommunications company

Substantial teaching and practical experience in strategy, implementation, accounting and related issues, as a tenured professor of a leading U.S. university

Both academic and broad-based experience in strategy, finance, management, and accounting

Experienced ICF Board member whose tenure provides a thorough understanding of ICF's business and corporate governance and its values and culture

VOTING AND MEETING INFORMATION

PETER M. SCHULTE

Independent Director

Age 57

Director Since: 1999

Committees: Audit and Compensation

Other Current Public Directorships: None

Current Occupation: Managing Partner and Founder, CM Equity Partners

Career and Education Highlights:

Managing Partner and Founder, CM Equity Partners, a private equity firm which invests in established middle market companies and manages private equity funds and investments through its management company, CM Equity Management, L.P. (1995 to present).

President, Secretary, Chief Financial Officer, Federal Services Acquisition Corporation, a public special purpose acquisition company, and predecessor of ATS Corporation, a former publicly traded information technology services firm serving U.S. federal, state, and local government agencies until its merger with Salient Federal Solutions, Inc., a Delaware corporation, effective March 30, 2012 (2005 to 2007).

– Board member, ATS (2005 to 2012).

Director of several private companies, including: Grantham Education Corporation; RGS Associates, Inc.; Preferred Systems Solutions, Inc.; Citizant, Inc.; and Xebec Global Corporation.

B.A. (Government), Harvard College.

Masters (Public and Private Management), Yale School of Management.

sELECTED dIRECTOR qUALIFICATIONS:

Managing partner of the private equity firm that joined with management to purchase the Company in 1999

Service as the lead person responsible for the acquisition and oversight of various companies in both the public and private sector, including serving in the position of Chairman

Substantial experience in leading and financing acquisitions in, and experience on Boards and Audit/Compensation Committees of other companies within, the government services sector

Service on an Informational Roundtable Group for the Department of Defense

Experienced ICF Board member whose tenure provides a thorough understanding of ICF's business and corporate governance and its values and culture

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Directors Whose Term Expires in 2017—Class II Directors

DR. EDWARD H. BERSOFF	Director Since: 2003
Independent Lead Director	Committees: Audit (Chair) and Governance and Nominating
Age 72	Other Current Public Directorships: None
	Current Occupation: Managing Director of PFF, LLC

Career and Education Highlights:

Managing Director of PFF, LLC, a business finance firm (2013 to present).

Chairman of ATS Corporation, a former publicly traded information

technology services firm serving U.S. federal, state, and local government

agencies until its merger with Salient Federal Solutions, Inc., a Delaware

corporation, effective March 30, 2012:

– President and Chief Executive Officer (2007-2011)

Chairman and Founder, Greenwich Associates, a business advisory firm

(2003 to present).

Managing Director, Quarterdeck Investment Partners, LLC, an investment

banking firm (2002 to 2003).

Founder, Chairman, President and Chief Executive Officer, BTG, Inc. ("***BTG***"), a publicly traded information technology firm (1982-2001). In November 2001, BTG was acquired by The Titan Corporation ("***Titan***"), a NYSE listed company.

– Director of Titan (2002-2005).

Serves on the boards of several private companies.

Current Director (and former Chairman) of Holy Cross Hospital in Silver Spring,

Maryland (2008 to present).

Former Rector of the Board of Visitors of Virginia. Commonwealth University

(2004 to 2007).

Former Trustee of the VCU Medical Center; and a former Trustee of New York

Chairman, Re-route Corporation, email forwarding and address correction

services firm (2002-2003).

University (2001 to 2007).

A.B., M.S., and Ph.D. degrees in Mathematics, New York University. Graduate, Harvard Business School's Owner/President Management Program.

sELECTED dIRECTOR qUALIFICATIONS:

Chief executive officer position with several publicly held companies

Very substantial experience in the government and commercial services sector

Experience on boards of other publicly held companies

Experience in leading acquisitions in the government services sector

Qualifies as an "audit committee financial expert" within the meaning of the SEC regulations

Experienced ICF Board member whose tenure provides a thorough understanding of ICF's business and corporate governance and its values and culture

VOTING AND MEETING INFORMATION

LESLYE G. KATZ	Director Since: 2014
Independent Director	Committees: Audit Committee
Age 60	Other Current Public Directorships: HealthSouth Corporation
	Current Occupation: Retired

Career and Education Highlights:

Board member of HealthSouth Corporation (NYSE: HLS), one of the nation's largest healthcare providers specializing in inpatient rehabilitation (2013 to present).	– Senior Vice President and Chief Financial Officer (1998 to 2001).
IMS Health, Inc., a provider of information, services and technology for clients in the pharmaceutical and healthcare industries.	Cognizant Corporation, a spinoff of The Dun & Bradstreet Corporation
	– Vice President and Treasurer (1996 to 1998).
– Senior Vice President and	The Dun & Bradstreet Corporation, serving in a number of financial

Chief Financial Officer (2007 to 2010). – Vice President and Controller (2001-2006).	management positions (1980 to 1996).
Chair of the Board of Directors of My Sisters' Place, a not-for-profit provider of shelter, advocacy, and support services to victims of domestic violence.	B.A. in English and American Literature from Brown University. M.B.A. in Accounting and Finance from the Wharton School of the University of Pennsylvania.
American Lawyer Media, Inc., a privately-held legal media and publishing company.	

sELECTED dIRECTOR qUALIFICATIONS:

Experience on the board of another publicly traded company

Extensive experience in financial management at global companies serving the healthcare and pharmaceutical industries

Expertise in mergers and acquisitions, treasury, financial planning and analysis, SEC reporting, investor relations, real estate and procurement

Qualifies as an "audit committee financial expert" within the meaning of the SEC regulations

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SUDHAKAR KESAVAN

Management

Age 60

Director since: 1999

Committees: None

Other Current Public Directorships: ABM Industries, Inc.

Current Occupation: Chairman and Chief Executive Officer, ICF International

Career and Education Highlights:

ICF International:

– Chairman and Chief Executive Officer of ICF International and its wholly owned subsidiary, ICF Consulting Group, Inc. (“ICF Consulting”) (1999 to present).

– President of ICF Consulting when it was a subsidiary of ICF Kaiser (“***Kaiser***”) (1997 to 1999). In 1999, ICF Consulting was divested from Kaiser and became a wholly owned

Chair of the Northern Virginia Technology Council (2013 to present).

Board Member Emeritus, Rainforest Alliance, a New York-based non-profit environmental organization (2011 to present).

Member, Board of Trustees of the Inova Health System, a not-for-profit healthcare system (2014 to present).

Bachelor of Technology degree (chemical engineering) from the Indian Institute of Technology, Kanpur.

	subsidiary of the Company through a joint effort of the management of ICF Consulting and CM Equity Partners.	Postgraduate diploma in Management from the Indian Institute of Management, Ahmedabad.
–	Board member, ABM Industries, Inc. (NYSE: ABM) (2012 to present).	Master of Science degree from the Technology and Policy Program at the Massachusetts Institute of Technology.

Selected dIRECTOR qUALIFICATIONS:

Chief Executive Officer since the Company was purchased in 1999
Chief Executive Officer who has overseen the Company's very substantial growth while maintaining a stable, professional workforce

Experience leading both organic growth and acquisition activities

Service on the board of another public company

Experienced ICF Board member and executive whose tenure provides a thorough understanding of ICF's business and corporate governance and its values and culture

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The Governance and Nominating Committee maintains, and periodically updates, non-exclusive “Board membership criteria” to assist the committee in evaluating candidates for the Board. These criteria, and an indication of which of the criteria are particularly satisfied by each nominee and continuing director, are summarized below:

Guideline Criteria	**Eileen O’Shea Auen**	**Edward H. Bersoff**	**Srikant M. Datar**	**Cheryl W.Grisé**	**Leslye G. Katz**	**Sudhakar Kesavan**	**Peter M. Schulte**
Reputation for integrity, honesty and adherence to high ethical standards	X	X	X	X	X	X	X
Demonstrated business and financial acumen and experience	X	X	X	X	X	X	X
Willingness and ability to contribute positively to the collegial decision-making process of the Board	X	X	X	X	X	X	X
Prominence within professional discipline and/or industry relevant to the Company’s strategy	X	X	X	X	X	X	X
Current or past experience as a board member of		X	X	X	X	X	X

another mid-cap or large public company							
Commitment to attend and participate in Board and Board Committee meetings regularly	X	X	X	X	X	X	X
No conflict of interest that would impair ability to represent the interests of all Company stockholders and fulfill responsibilities of a director	X	X	X	X	X	X	X
Contribute to Board diversity (in terms of race, gender, national origin, etc.)	X		X	X	X	X	
Strengths and experience that contribute to ability to serve effectively on one (1) or more Board Committees (audit, compensation, governance)	X	X	X	X	X		X
Significant experience in mergers and acquisitions and/or integration	X	X	X	X	X	X	X
Familiarity with capital markets, financing transaction strategy, and investor relations	X	X	X	X	X	X	X
Experience identifying,	X	X	X	X	X	X	X

evaluating and
managing
corporate risk

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VOTING AND MEETING INFORMATION

Proposal 2
Approval of AmeNDMENT TO the 2010 Incentive Plan

Background and Purpose of the Proposal

As amended, the 2010 Incentive Plan currently provides for the issuance of 3,550,000 shares, of which 1,093,021 remain available for future grants as of April 6, 2015, and contains certain provisions, as further described below. At the 2015 annual meeting, stockholders will be asked to approve the amendment to the 2010 Incentive Plan primarily in order to:

(i) increase the number of shares reserved for issuance thereunder by 1,540,000 shares;

(ii) adopt a “double trigger” change of control for vesting of equity awards; and

(iii) adopt a one-year minimum vesting/restriction/performance period for equity awards with an exception thereto for up to 5% of the available shares (including the new additional shares).

The amendment to the 2010 Incentive Plan was approved by the Board on April 8, 2015.

If the amendment to the 2010 Incentive Plan is approved by stockholders, the following amendments will be made to the 2010 Incentive Plan:

(i) Section 4.1 of the 2010 Incentive Plan shall be amended to increase the shares available for issuance under the 2010 Incentive Plan by 1,540,000 shares from 3,550,000 to 5,090,000, for a total of 2,632,394 shares available for issuance (as of March 19, 2015);

(ii) Article 17 shall be amended to require termination of employment (of employees) and termination of directorship (of non-employee directors) during the two (2) year period following a change of control for full vesting of outstanding equity awards;

(iii) Sections 6.5, 7.5, 8.2, 9.1 and 10.2 shall be amended to implement a one-year minimum vesting/restriction/performance period for equity awards with an exception thereto in new Section 4.5 for up to 5% of the available shares (including the new additional shares); and

(iv) certain immaterial amendments necessary to clarify existing provisions resulting from the amendments discussed above.

The full text of the amendment to the 2010 Incentive Plan is attached as Exhibit A to this Proxy Statement, and the following description is qualified in its entirety by reference to that exhibit.

The Board believes that the amendment to the 2010 Incentive Plan is necessary for two (2) overriding reasons. First, with respect to the increase in the number of shares, it is necessary for the Company to have the ability to grant shares of the Company's common stock in the form of stock options, restricted stock, restricted stock units, cash settled restricted stock units, performance shares, and any other stock awards permitted under the 2010 Incentive Plan in order to attract and retain qualified non-employee directors and senior management personnel. The increase in shares will help the Company achieve this goal. Second, with respect to the other two (2) amendments, the Board believes such amendments are necessary to better align certain plan provisions with recognized market best practices and to further align the interests of executives and the stockholders. It is the judgment of the Board that the amendment to the 2010 Incentive Plan is in the best interests of the Company and our stockholders.

Stockholder Friendly Features of Amended 2010 Incentive Plan

The 2010 Incentive Plan authorizes the granting of equity-based compensation in the form of stock options, stock appreciation rights ("***SARs***"), restricted shares, restricted stock units, performance shares, performance units and cash-based awards. The 2010 Incentive Plan and our other related governance practices and policies have a number of features that are designed to protect stockholder interests. Some of these features are set forth below and are described more fully under the heading "Summary of the 2010 Incentive Plan." The description of these features and the summary provided below do not provide a complete description of all the provisions of the 2010 Incentive Plan. The full text of the amendment to the 2010 Incentive Plan is attached as Exhibit A to this Proxy Statement, and the following description is qualified in its entirety by reference to that exhibit.

Awards subject to Compensation Recovery Policy. Awards under the 2010 Incentive Plan will be subject to recoupment under certain circumstances.

VOTING AND MEETING INFORMATION

“Double-trigger” change of control vesting. Two (2) events are needed for outstanding equity awards to vest on an accelerated basis: (i) consummation of a change of control event and (ii) termination of employment/non-employee director service, other than for cause, within two (2) years following the change of control (except for pre-existing employment or severance agreements).

No liberal share recycling. The 2010 Incentive Plan prohibits the reuse of shares withheld or delivered to satisfy the exercise price of an option or SAR or to satisfy tax withholding requirements. The 2010 Incentive Plan also prohibits “net share counting” upon the exercise of options or SARs. Finally, the 2010 Incentive Plan does not allow shares repurchased on the open market with the proceeds from the payment of the option price of an option to replenish the 2010 Incentive Plan.

No repricing or cash-buyout of stock options or SARs. The 2010 Incentive Plan prohibits the direct or indirect repricing of stock options or SARs without stockholder approval. No cash buyback of underwater stock options are permitted without stockholder approval.

No discounted stock options or SARs. All stock options and SARs must have an exercise price or base price equal to or greater than the fair market value of the underlying common stock on the date of grant.

Administered by an independent committee. The 2010 Incentive Plan will be administered by the Compensation Committee of the Board (the “***Compensation Committee***”), which is made up entirely of independent directors.

Fungible share pool. The 2010 Incentive Plan uses a fungible share pool under which each share issued pursuant to an option or SAR will reduce the number of shares available under the 2010 Incentive Plan by one (1) share, and each share issued pursuant to awards other than options and SARs will reduce the number of shares available by 1.93 shares.

No “Evergreen.” The 2010 Incentive Plan does not contain an “evergreen” provision. The number of shares available is capped and there is no formula providing for any automatic increase in the number of shares available.

Minimum Vesting. Equity awards are subject to a minimum of one (1) year vesting/restriction/performance period, with the exception that up to 5% of the available shares (including the new additional shares) may be subject to awards without such minimum vesting/restriction/performance period. In practice, restricted stock units granted to employees vest over four (4) years. The new performance share program for executives has a three (3) year performance period.

No liberal acceleration of outstanding equity awards. The Compensation Committee may only accelerate vesting or exercisability of an award upon death or disability of a Participant or after a qualified form of termination following a Change of Control.

No tax gross-ups. Awards will not contain tax gross-up provisions per the terms of the 2010 Incentive Plan.

The Stockholder Friendly Features are augmented by the following:

Hedging and Pledging Policies. Our insider trading guidelines prohibit our directors, executive officers and employees from selling our common stock "short," entering into any puts or calls relating to our common stock or hedging. Stock grant agreements prohibit the pledging or assignment of stock grants.

Director and Executive Stock Ownership Policy. Directors and designated executives of the Company are subject to minimum stock ownership levels of Company common stock. Under the policy, the executive may not sell, transfer or dispose of shares of common stock if he or she does not meet the requisite stock ownership policy.

Historical Burn Rate

The burn rate refers to how fast a company uses the supply of shares authorized for issuance under its stock plan. Although long-term incentive awards are a key element of our executive compensation program, we are mindful when making long-term incentive awards to ensure that our burn rate does not materially harm our stockholders. Our historical three (3) year burn rate has been trending downwards since 2012, as noted below. In addition, certain factors accentuate the burn rate. First, as a result of our acquisitions, which are discussed in the section "2014 Business Highlights – Acquisitions" of the Proxy Summary, our burn rate is inflated since we typically issue equity awards to employees of acquired companies for retention purposes. Second, we have increased our share repurchase activity in the past three (3) years. While share repurchases by the Company benefit stockholders, a lower number of common shares outstanding generates a higher burn rate for a company. Adjusting for grants made in connection with acquisitions and repurchase activity, ICF's annual burn rate is significantly lower, as shown below.

VOTING AND MEETING INFORMATION

	2012	2013	2014
Awards Issued under 2010 Plan			
All Stock Options Granted	203,436	218,707	166,861
All Restricted Stock Units (RSUs) & Awards	411,007	229,574	265,811
Weighted Common Shares Outstanding	19,663,000	19,755,000	19,608,000
Annual Burn Rate*	3.12%	2.27%	2.21%
Three-year Average Burn Rate (2012 – 2014)			**2.53%**
Considerations			
Acquisition-related RSU Awards	49,400	—	123,738
Cancellations & Forfeitures	78,432	42,679	54,217
Share Repurchases	469,963	160,043	665,868
Alternate Burn Rate Calculations*			
Burn Rate excluding Acquisition-related RSU Awards and adding back Share Repurchases	2.81%	2.25%	1.52%
Three-year Average Burn Rate (2012 – 2014)			**2.19%**
Burn Rate excluding Acquisition-related RSUs, Cancellations & Forfeitures and adding back Share Repurchases	2.42%	2.04%	1.26%
Three-year Average Burn Rate (2012 – 2014)			1.90%

*Note that the above burn rate calculations do not take into account the multiplier for full value awards, such as restricted stock units or stock awards.

Share Repurchase

ICF has increased its share buyback activity in the past five (5) years. A primary purpose of the share buyback is to mitigate the potential dilutive impact of employee stock-based compensation and to return wealth to stockholders.

Year	Number of Shares Repurchased	Dollar Value of Shares Repurchased	% of Weighted Common Shares Outstanding
2014	665,868	$ 24,400,502	3.40%
2013	160,043	$ 5,355,272	0.81%
2012	469,963	$ 10,452,116	2.39%
2011	—	—	—
2010	—	—	—

Dilution

Upon the approval of the amended 2010 Incentive Plan, the overall dilution of our equity awards would be approximately 17% based on 19,539,166 shares outstanding (as of March 19, 2015).

As of March 19, 2015	Total Shares	Basic Dilution (2)	Fully Diluted Dilution (3)	Basic Dilution (adding back share repurchase) (4)
Stock Options Issued and Outstanding	756,260	3.9%	3.7%	3.6%
RSUs and Performance Shares (at Target) Outstanding	727,260	3.7%	3.6%	3.5%
Total Stock Awards Outstanding	**1,483,520**	**7.6%**	**7.1%**	**7.1%**
New Additional Shares (1)	1,540,000	7.9%	7.3%	7.4%
Remaining Shares Available	1,092,394	5.6%	5.3%	5.2%
Total Stock Awards Outstanding Including New Shares and Shares Remaining Available	**4,115,914**	**21.1%**	**17.4%**	**19.8%**

(1) Subject to approval.
(2) Denominator is equal to the shares outstanding on March 19, 2015 of 19,539,166.
(3) Denominator is equal to the sum of the numerator and shares outstanding on March 19, 2015 of 19,539,166.
(4) Denominator is equal to the sum of total shares repurchased in 2012, 2013 and 2014 and shares outstanding on March 19, 2015 of 19,539,166.

VOTING AND MEETING INFORMATION

Approval of the amendment to the 2010 Incentive Plan requires the affirmative vote of a majority of the shares of the Company's outstanding common stock present, in person or by proxy, and entitled to vote at the annual meeting. If approved by the stockholders, the amendment to the 2010 Incentive Plan will become effective upon such approval. If the amendment to the 2010 Incentive Plan is not approved by stockholders, the 2010 Incentive Plan will continue in effect under its current terms and the Company will not have sufficient shares available to issue further grants of the Company's common stock in future years beyond such amount.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE **FOR** THE APPROVAL OF THE

AMENDMENT TO THE 2010 INCENTIVE PLAN

Summary of the 2010 Incentive Plan, as Amended

Administration and Duration. The 2010 Incentive Plan is administered by the Compensation Committee. The Compensation Committee has the authority to interpret the 2010 Incentive Plan, and to make any other determinations it believes necessary or advisable for the administration of the 2010 Incentive Plan. Subject to the terms of the 2010 Incentive Plan, the Compensation Committee may determine, among other items: the selection of those to be granted awards under the 2010 Incentive Plan out of those eligible for participation; the level of participation of each participant; when and how each award under the 2010 Incentive Plan shall be granted; and what type or combination of types of awards shall be granted. Each member of the Compensation Committee must be a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "***Exchange Act***"), an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "***Code***") and meet the requirements of Nasdaq Rule 5605(d)(2)(A). Currently, the Compensation Committee is comprised of three (3) independent directors who fit each of these definitions. The Compensation Committee may delegate any or all of its authority to administer the 2010 Incentive Plan as it deems appropriate, to one or more of its members; to one (1) or more officers of the Company; or to one (1) or more agents or advisors. By resolution, the Compensation Committee may authorize one (1) or more officers of the Company to (i) designate employees to be award recipients under the 2010 Incentive Plan; or (ii) determine the size of any such awards; provided, however, that (x) the Compensation Committee shall not delegate such responsibilities to any officer for awards granted to an employee who is an executive officer; (y) the resolution sets forth the total number of shares such officer may grant in awards; and (z) the officer shall periodically report to the Compensation Committee regarding the nature and scope of the awards granted pursuant to such delegated authority.

The 2010 Incentive Plan will terminate on March 8, 2020, unless terminated earlier by the Board or the Compensation Committee.

Eligibility. All officers and designated employees of the Company (including employees who are members of the Board and employees who are members of senior management of entities acquired by the Company) and its affiliates, as well as the Company's non-employee directors, will be eligible to participate in the 2010 Incentive Plan. From time to time, the Compensation Committee will determine who will be granted awards and the number of shares granted, subject to the limits described in "*Limit on Awards to Any One Individual"* below. As of December 31, 2014, the Company had 1,206 officers and designated employees (including one (1) employee Director) and seven (7) non-employee directors eligible to participate in the 2010 Incentive Plan.

Shares and Amounts Available for Awards. The aggregate number of shares of common stock that may be issued under all stock-based awards made under the 2010 Incentive Plan will be 5,090,000 for a total of 2,632,394 shares available for issuance. Shares that are related to awards that are forfeited or expire unexercised shall be added back and shall be available again under the 2010 Incentive Plan.

The following limits apply to the awards that may be granted to any one individual during any Plan Year (as defined in the 2010 Incentive Plan):

For stock options and SARs, a maximum of 600,000 shares;
For performance shares, a maximum of 500,000 shares (if payable in shares) and the maximum aggregate number of performance units that an individual may receive in a Plan Year may not exceed the value of $6,000,000 if payable in cash;
For restricted stock and/or restricted stock units **("*RSUs*")**, 250,000 shares;
For cash-based awards; a maximum of $6,000,000; and
For all other stock-based awards, 250,000 shares.

Types of Awards

Cash-Based Awards. Cash-based awards granted under the 2010 Incentive Plan entitle each participant to receive a specified payment amount or payment range, in the form of cash or shares of common stock or other equity awards, as determined at the time of the award, upon the attainment of specified performance goals during a performance period, which may be one (1) or more years, as determined by the Compensation Committee at the time of the award.

Stock Awards. The 2010 Incentive Plan provides for the granting of restricted stock, RSUs, performance shares, performance units, and other stock awards. A performance award may include any of the performance measures, or a combination thereof, set forth in the 2010 Incentive Plan attached as Exhibit A to this Proxy Statement. Performance goals may be based on the achievement of specified levels of Company performance (or performance of an applicable subsidiary, affiliate or unit of the Company, or any combination thereof) under one (1) or more of the performance measures set forth in the 2010 Incentive Plan. Performance goals may be defined in absolute terms or measured relative to the performance of companies or against a predefined index that the Compensation Committee deems appropriate, or if utilizing the performance measure of share price, a comparison to various stock market indices. Performance goals may be adjusted for material business events. The performance goals will be set by the Compensation Committee within the time period prescribed by, and will otherwise comply with the requirements of, Section 162(m) of the Code. The performance measures include:

VOTING AND MEETING INFORMATION

Net earnings or net income (before or after taxes);
Earnings per share;
Gross or net sales or revenue growth;
Product invoice;
Net operating profit;
Return measures (including, but not limited to, return on assets, capital, invested capital, equity, sales, or revenue);
Cash flow (including, but not limited to, operating cash flow, free cash flow, cash flow return on equity, and cash flow return on investment);
Earnings before or after taxes, interest, depreciation, and/or amortization;
Gross or operating margins;
Productivity ratios;
Share price (including, but not limited to, growth measures and total stockholder return);
Expense targets;
Cost reduction or savings;
Performance against operating budget goals;
Margins;
Operating efficiency;
Funds from operations;
Market share;
Customer satisfaction;
Working capital targets;
Gross Revenue;
Revenue after subcontractor costs;
Service Sales;
Contract Backlog;
Business Pipeline;
Economic value added or EVA (net operating profit after tax minus the product of capital multiplied by the cost of capital); and
Debt levels.

Stock Options. Stock options granted under the 2010 Incentive Plan may be either non-qualified stock options or incentive stock options ("***ISOs***") qualifying under Section 422 of the Code. Under the Code, the aggregate fair market value (determined at the grant date) of the stock with respect to which ISOs are first exercisable by any individual during any calendar year shall not exceed $100,000. Stock options in excess of this limit are treated as non-qualified stock options. The stock option price may not be less than the fair market value of the stock on the date the stock option is granted. The stock option price is payable in cash or, if the grant provides, in common stock or other equity instruments. The Compensation Committee shall determine the expiration of stock options, although no stock option may be exercisable later than the tenth anniversary date of the grant. The Compensation Committee determines the terms of each stock option award at the time of grant.

Stock Appreciation Rights. SARs may, but need not, be granted in conjunction with options or other equity awards. The Compensation Committee determines the terms of each SAR at the time of the grant. Any freestanding SAR (that is, a SAR not granted in conjunction with another equity award) may not be granted at less than the fair market value of the stock on the date the SAR is granted and cannot have a term longer than ten (10) years. Distributions to the recipient may be made in common stock, in cash, or in a combination of both as determined by the Compensation Committee at the time of grant.

Amendment and Revocation. The Compensation Committee or Board may amend or terminate the 2010 Incentive Plan or an outstanding award agreement. However, an amendment will be contingent upon stockholder approval to the extent required by law or the rules of any stock exchange on which the Company's stock is traded. The 2010 Incentive Plan prohibits the terms of outstanding awards from being amended to reduce the exercise price of outstanding options or SARs and prohibits without stockholder approval the cancellation of outstanding options or SARs in exchange for cash, other awards, or new options or SARs with an exercise price that is less than the exercise price of the original options or SARs.

Certain Adjustments. In the event of a corporate event or transaction, the Compensation Committee, in its sole discretion, in order to prevent unintended dilution or enlargement of a participant's rights under the 2010 Incentive Plan, may substitute or adjust, among other things:

- the number and kind of shares that may be issued under the 2010 Incentive Plan or under particular forms of awards;
- the number and kind of shares subject to outstanding awards;
- the option or grant price applicable to outstanding awards;
- the annual award limits applicable under the 2010 Incentive Plan; and
- any other value determinations applicable to outstanding awards.

A corporate event or transaction (including, but not limited to, a change in the shares or capitalization of the Company) encompasses a merger, consolidation, reorganization, recapitalization, separation, partial or complete liquidation, stock dividend, stock split, reverse stock split, split up, spin-off, or other distribution of stock or property of the Company, combination of shares, exchange of shares, dividend in-kind, or other like change in capital structure or distribution (other than normal cash dividends) to stockholders of the Company, or any similar corporate event or transaction.

Transferability. Unless otherwise determined by the Compensation Committee, awards granted under the 2010 Incentive Plan may not be transferred except by will or the laws of descent and distribution or, subject to the consent of the Compensation Committee, pursuant to a domestic relations order entered into by a court of competent jurisdiction. During an employee's lifetime, any options or awards may be exercised only by the employee.

Other Provisions. Except for 5% of the shares available for equity awards, there is a one (1) year minimum vesting/restriction/performance period requirement for equity awards. In addition, upon a change of control of the Company, equity awards will not have accelerated vesting unless the employee or non-employee director has a termination of employment or board service, without cause, within twenty-four (24) months following the change of control of the Company.

VOTING AND MEETING INFORMATION

U.S. Tax Treatment of Options and Awards

Incentive Stock Options. An ISO results in no taxable income to the optionee or deduction to the Company at the time it is granted or exercised. However, the excess of the fair market value of the shares acquired over the option price is an item of adjustment in computing the alternative minimum taxable income of the optionee. If the optionee holds the stock received as a result of an exercise of an ISO for at least two (2) years from the date of the grant and one (1) year from the date of exercise, then the gain realized on disposition of the stock is treated as a long-term capital gain. If the shares are disposed of prior to the end of this period, however (i.e., a "disqualifying disposition"), then the optionee will include in income, as compensation for the year of the disposition, an amount equal to the excess, if any, of the fair market value of the shares upon exercise of the option over the option price (or, if less, the excess of the amount realized upon disposition over the option price). In that event, the excess, if any, of the sale price over the fair market value on the date of exercise will be a short-term capital gain. In addition, the Company will be entitled to a deduction, in the year of such a disposition, for the amount includible in the optionee's income as compensation. The optionee's basis in the shares acquired upon exercise of an ISO is equal to the option price paid, plus any amount includible in his or her income as a result of a disqualifying disposition.

Non-Qualified Stock Options. A non-qualified stock option results in no taxable income to the optionee or deduction to the Company at the time it is granted. An optionee exercising such an option will, at that time, realize compensation income taxable at ordinary income tax rates in the amount of the difference between the then market value of the shares and the option price. Subject to the applicable provisions of the Code, a deduction for federal income tax purposes will be allowable to the Company in the year of exercise in an amount equal to the taxable compensation realized by the optionee.

The optionee's basis in such shares is equal to the sum of the option price plus the amount includible in his or her income as compensation upon exercise. Any gain (or loss) upon subsequent disposition of the shares will be a long-term or short-term gain (or loss), depending upon the holding period of the shares.

If a non-qualified option is exercised by tendering previously owned shares of the Company's common stock in payment of the option price, then, instead of the treatment described above, the following will apply: a number of new shares equal to the number of previously owned shares tendered will be considered to have been received in a tax-free exchange; the optionee's basis and holding period for such number of new shares will be equal to the basis and holding period of the previously owned shares exchanged. The optionee will have compensation income taxable at ordinary income tax rates equal to the fair market value on the date of exercise of the number of new shares received in excess of such number of exchanged shares; the optionee's basis in such excess shares will be equal to the amount of such compensation income; and the holding period in such shares will begin on the date of exercise.

Stock Appreciation Rights. Generally, the recipient of a freestanding SAR will not recognize taxable income at the time the SAR is granted. Upon the exercise of a SAR, if an employee receives the appreciation inherent in the SAR in cash, the cash will be taxed as compensation income to the employee at the time it is received. If an employee receives the appreciation inherent in the SAR in stock, the fair market value of the stock will be taxed as compensation income to the employee at the time such stock is received.

In general, there will be no federal income tax deduction allowed to the Company upon the grant or termination of SARs. However, upon the exercise of a SAR, the Company will be entitled to a deduction equal to the amount of ordinary income the recipient is required to recognize as a result of the exercise.

Restricted Stock/RSU Awards/Performance Awards. No income will be recognized at the time of grant by the recipient of a restricted stock, RSU, or performance award if such award is subject to a substantial risk of forfeiture. Generally, at the time the substantial risk of forfeiture terminates with respect to a stock award, the then fair market value of the stock will constitute ordinary income to the employee. Subject to the applicable provisions of the Code, a deduction for federal income tax purposes will be allowable to the Company in an amount equal to the compensation realized by the employee.

Tax Treatment of Awards to Non-Employee Directors and to Employees Outside of the United States

The grant and exercise of options and awards under the 2010 Incentive Plan to non-employee directors and to employees outside of the United States may be taxed on a different basis.

VOTING AND MEETING INFORMATION

Interests of Certain Persons in Certain Proposals

Our executive officers and directors have interests in matters that will be acted upon at the annual meeting that may be different from the interests of our stockholders generally. At the annual meeting, stockholders will be asked to vote on a proposal to approve the amendment to the 2010 Incentive Plan. If the proposal is adopted, each of our executive officers and directors will be eligible to receive a portion of their compensation for services in the form of stock option grants, awards of restricted stock or other equity or equity-linked awards. The Board was aware of these interests and took them into account when determining whether to recommend that the stockholders vote in favor of the proposal to approve the amendment to the 2010 Incentive Plan. Ultimately, the Board determined that the benefits to the Company and stockholders of the amendment to the 2010 Incentive Plan exceed any potential conflict of interest with stockholders.

EQUITY COMPENSATION PLAN INFORMATION

The following table gives information as of our fiscal year end about our common stock that may be issued upon the exercise of options, warrants and rights under all of our existing equity compensation plans:

Plan Category	(a) Number of Securities to be Issued Upon Exercise Of Outstanding Options, Warrants And Rights	(b) Weighted-Average Exercise Price Of Outstanding Options, Warrants and Rights	(c) Number of Securities Remaining Available For Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity Compensation Plans Approved By Security Holders[1]	1,410,811	$28.20	1,557,693

Equity Compensation Plans Not Approved By Security Holders	—	—	—
Total	1,410,811	$28.20	1,557,693

(1) Includes 766,924 shares of outstanding stock options and 643,887 restricted stock units outstanding under the 2010 Plan.

As of March 19, 2015, 1,092,394 shares remain available for issuance of future awards. A total of 756,260 stock options remain outstanding with a weighted average exercise price of $28.29 and weighted remaining term of 7.13 years. Stock awards totaling 727,260 (including shares of restricted stock units and performance shares) are outstanding.

VOTING AND MEETING INFORMATION

Proposal 3
Approval of the Material Terms of the Performance Goals Under the 2010 incentive Plan for Purposes of Internal Revenue Code Section 162(m)

In addition to seeking approval of amendment to the 2010 Incentive Plan discussed in Proposal 2 above, stockholders are also being asked to reapprove the material terms of the performance goals contained in the 2010 Incentive Plan, and which will remain intact in the 2010 Incentive Plan, for purposes of Section 162(m) of the Code. The approval sought includes approval of the corporate performance goals to which the payment of certain awards made under the 2010 Incentive Plan (as may be amended pursuant hereto) may be tied in order to qualify those awards as performance-based compensation under Section 162(m) of the Code.

Section 162(m) of the Code imposes an annual deduction limit of $1 million on the amount of compensation paid to each of the Chief Executive Officer (the "***CEO***") and the next three (3) most highly compensated executive officers (excluding the principal financial officer). However, the $1 million deduction limit does not apply to "qualified performance-based compensation." To be considered qualified performance-based compensation, awards under the 2010 Incentive Plan must be subject to performance goals. The material terms of the performance goals under which compensation may qualify as "performance-based compensation," must be approved by stockholders within the five (5) years preceding the award. Five (5) years have passed since the 2010 approval of the 2010 Incentive Plan. Accordingly, we are submitting Proposal 3 to stockholders for reapproval of the material terms of the performance goals of the 2010 Incentive Plan. If our stockholders reapprove these terms, the Compensation Committee will have the ability to make awards and payments under the 2010 Incentive Plan that qualify as tax-deductible performance-based compensation under Section 162(m) of the Code.

The material terms of the performance goals contained in the 2010 Incentive Plan (and the amendments proposed hereto) are disclosed above in Proposal 2.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE **FOR** THE APPROVAL OF THE MATERIAL TERMS OF THE

PERFORMANCE GOALS UNDER THE 2010 INCENTIVE PLAN FOR PURPOSES OF

INTERNAL REVENUE CODE SECTION 162(M).

VOTING AND MEETING INFORMATION

Proposal 4
Advisory Vote Regarding ICF International's
Overall Pay-For-Performance Executive Compensation Program

In June of 2011, the Board approved a resolution providing that the Company would hold an annual stockholder advisory vote on executive compensation, as advised by the Company's stockholders at the 2011 annual meeting. Pursuant to that resolution, this proposal, commonly known as a "Say on Pay" proposal, which is provided as required pursuant to Section 14A of the Securities Exchange Act of 1934, as amended (the "***Exchange Act***"), gives you as a stockholder the opportunity to endorse or not endorse the Company's executive compensation program through the following resolution:

"Resolved, that the stockholders approve ICF International's overall pay-for-performance executive compensation program, as described in the Compensation Discussion and Analysis, the compensation tables and the related narratives and other materials in this Proxy Statement."

Approval of the Say on Pay proposal requires the affirmative vote of a majority of the votes entitled to vote thereon present in person or by proxy at the annual meeting.

The Compensation Committee and the Board believe that the Company's executive compensation program, as described in the Compensation Discussion and Analysis and other sections noted in the resolution set forth above, reflects a pay-for-performance culture at the Company that is rooted in our values. The Compensation Committee and the Board believe that the executive compensation program is rational and effective in that it aligns the interests of the executives with both the short-term and long-term interests of stockholders, while reducing incentives for unnecessary and excessive risk taking.

In 2014, the Compensation Committee of the Board examined and debated a performance-based equity program (the "***Performance Program***") that would provide for the issuance of performance shares from time to time pursuant to the 2010 Incentive Plan. The Performance Program was ultimately adopted in 2015 and is designed to provide an incentive compensation opportunity that balances the Company's internal financial objectives and external market performance. The first awards made under the Performance Program were granted to the Company's named executive officers (the "***NEOs***") on March 16, 2015, as disclosed in a Current Report on Form 8-K, filed with the SEC on March 11, 2015.

In making a decision, the Board asks that stockholders consider the following:

- ICF International's NEO compensation is competitive and in line with its market peers.
- ICF International's executive compensation program is incentive based and reflects a pay-for-performance culture.
- ICF International's executive compensation program relies heavily on stock-based awards vesting over a period of time-restricted stock units vesting over a period of four (4) years and non-qualified stock options vesting over a period of three (3) years.
- The examination, and ultimately adoption, of a Performance Program further emphasizes ICF's commitment to a pay-for-performance culture that links compensation to positive results.
- ICF International offers only limited perquisites.

In addition, at the Company's 2014 annual meeting, 96% of the votes cast on the Say on Pay proposal were voted in favor of the Company's executive compensation program. The Compensation Committee and the Board believe this affirms the stockholders' support of the Company's approach to executive compensation.

In accordance with applicable law, this vote is "advisory," meaning it will serve as a recommendation to the Board, but will not be binding. The Compensation Committee of the Board will seriously consider the outcome of this vote when determining future executive compensation arrangements.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE **FOR** THE ADVISORY VOTE REGARDING ICF

INTERNATIONAL'S OVERALL PAY-FOR-PERFORMANCE EXECUTIVE COMPENSATION PROGRAM.

VOTING AND MEETING INFORMATION

Proposal 5
Ratification of the SELECTION OF THE Independent Registered Public Accountant

The Audit Committee has appointed Grant Thornton to serve as our independent registered public accounting firm for fiscal year 2015 and requests that stockholders confirm such appointment. Grant Thornton audited our consolidated financial statements for 2014. Representatives of Grant Thornton will be present at the annual meeting, will have an opportunity to make a statement if they so desire, and will be available to respond to appropriate questions by stockholders. Ratification of the appointment of Grant Thornton as our independent registered public accounting firm requires a majority of the votes entitled to vote thereon present in person or by proxy at the annual meeting. If our stockholders do not ratify Grant Thornton as our independent registered public accounting firm, the Audit Committee will reconsider its decision. Even if stockholders vote in favor of the appointment, the Audit Committee may, in its discretion, and without re-submitting the matter to the Company's stockholders, direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and stockholders.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE **FOR** THE RATIFICATION OF THE APPOINTMENT OF GRANT

THORNTON LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015.

DESCRIPTION OF PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table sets forth the fees incurred for services provided by Grant Thornton for the fiscal years ended December 31, 2014 and 2013:

Type of Fees	2014	2013
Audit fees	$1,150,600	$979,125
Audit-related fees	—	2,500
Tax fees	—	—
All other fees	—	—
Total fees	$1,150,600	$981,625

Audit Fees

These are fees for professional services rendered by Grant Thornton for the audits of our annual consolidated financial statements, the audit of internal controls over financial reporting, the review of consolidated financial statements included in our quarterly reports on Form 10-Q, and the audit of our compliance with OMB Circular A-133.

Audit-Related Fees

Audit-related fees comprise fees for professional services rendered by Grant Thornton that are reasonably related to the performance of the audit or review of our consolidated financial statements and internal controls over financial reporting that are not reported in "Audit Fees." There were no such services rendered by Grant Thornton in 2014 that meet the above category description. There were $2,500 in audit-related fees rendered by Grant Thornton in 2013 that meet the above category description.

Tax Fees

These are fees for professional services rendered by Grant Thornton with respect to tax compliance, tax advice and tax planning. Additional professional services with respect to tax compliance, tax advice and tax planning were performed by other tax services providers. There were no such services rendered by Grant Thornton in 2014 and 2013 that meet the above category description.

All Other Fees

These are fees for professional services rendered by Grant Thornton for products and services other than the services reported in "Audit Fees", "Audit-Related Fees" or "Tax Fees". There were no such services rendered by Grant Thornton in 2014 and 2013 that meet the above category description.

Pre-Approval of Audit and Non-Audit Services

The Audit Committee is authorized by its charter to pre-approve all audit and permitted non-audit services to be performed by our independent registered public accounting firm. The Audit Committee reviews and approves the independent registered public accounting firm's retention to perform audit services, including the associated fees. The Audit Committee also evaluates other known potential engagements of the independent registered public accounting firm, including the scope of the proposed work and the proposed fees, and approves or rejects each service, taking into account whether the services are permissible under applicable law and the possible impact of each non-audit service on the independent registered public accounting firm's independence from management. At subsequent meetings, the Audit Committee will receive updates on the services actually provided by the independent registered public accounting firm, and management may present additional services for approval. The Audit Committee has delegated to the Chair of the Audit Committee the authority to evaluate and approve engagements on behalf of the Audit Committee in the event that a need arises for pre-approval between Audit Committee meetings. If the Chair so approves any such engagements, he will report that approval to the full Audit Committee at its next meeting.

Our Audit Committee has reviewed all of the fees described above, and believes that such fees are compatible with maintaining the independence of Grant Thornton.

AUDIT COMMITTEE REPORT

Audit Committee RePORT

The Company's management is responsible for the Company's internal controls and financial reporting process. The Company's independent registered public accounting firm is responsible for performing an independent audit of the Company's consolidated financial statements and issuing an opinion on the conformity of those financial statements with accounting principles generally accepted in the United States ("***US GAAP***") and expressing an opinion on the effectiveness of the Company's internal control over financial reporting. The Audit Committee oversees the Company's internal controls and financial reporting process on behalf of the Board.

The Audit Committee has reviewed and discussed with our management and with our independent registered public accounting firm, Grant Thornton, the consolidated financial statements of ICF International and its subsidiaries as set forth in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014. The Audit Committee has: (a) discussed with Grant Thornton those matters required to be discussed by Auditing Standard No. 16 (Communications with Audit Committees), as issued by the Public Company Accounting Oversight Board; (b) received from Grant Thornton the written communications required by Independence Standards Board Standard No. 1 (Independence Standards Board Standard No. 1, *Independence Discussions with Audit Committees*), as adopted by the Public Company Accounting Oversight Board in Rule 3600T; and (c) discussed with Grant Thornton its independence from us and our management. Grant Thornton has confirmed to us that it is in compliance with all rules, standards, and policies of the Independence Standards Board and the SEC governing auditor independence.

In performing all of these functions, the Audit Committee acts only in an oversight capacity. In its oversight role, the Audit Committee relies on the work and assurances of the Company's management, which has the primary responsibility for financial statements and reports, and of the independent registered public accounting firm that, in its report, expresses an opinion on the conformity of the Company's financial statements to US GAAP. The Audit Committee's oversight does not provide it with an independent basis to determine that management has maintained appropriate accounting and financial reporting principles or policies, or appropriate internal controls and procedures designed to assure compliance with US GAAP and applicable laws and regulations. Furthermore, the Audit Committee's considerations and discussions with management and the independent registered public accounting firm do not assure that the Company's financial statements are presented in accordance with US GAAP, that the audit of the Company's financial statements has been carried out in accordance with auditing standards generally accepted in the United States, or that the Company's independent registered public accounting firm is in fact "independent."

Based on these reviews and discussions, the Audit Committee recommended to the Board that the audited consolidated financial statements for the fiscal year ended December 31, 2014, be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, for filing with the SEC. The Audit Committee has also approved the selection of the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2015.

Audit Committee

/s/ Dr. Edward H. Bersoff
Dr. Edward H. Bersoff,
Audit Committee Chairperson

/s/ Leslye G. Katz
Leslye G. Katz

/s/ S. Lawrence Kocot
S. Lawrence Kocot

/s/ Peter M. Schulte
Peter M. Schulte

CORPORATE GOVERNANCE AND BOARD MATTERS

Corporate Governance And Board Matters

Board and Committee Meetings in 2014

The table below shows the number of Board and Committee meetings held in 2014. Our Board has six (6) regularly scheduled meetings per year and special meetings are called as the need arises. These meetings are usually held at our headquarters in Fairfax, Virginia. Directors are expected to attend Board meetings, our annual stockholders' meeting, and the meetings of the committees on which they serve. During 2014, each director attended at least 75% of the total meetings of the Board and those committees on which he or she served. Each director attended our annual meeting of stockholders held in 2014.

	Number of Meetings Held
Board of Directors	8
Audit Committee	8
Compensation Committee	5
Governance and Nominating Committee	4

Corporate Governance Guidelines

Our Board has established a set of Corporate Governance Guidelines that addresses such matters as director qualifications, director nominations, Board composition, director meetings, Board committees, and other matters. The Board believes such guidelines, which are reviewed from time to time, are appropriate for the Company in its effort to maintain "best practices" as to corporate governance.

Director Independence

The Board has affirmatively determined that Mses. Eileen O'Shea Auen, Cheryl W. Grisé and Leslye G. Katz, Drs. Edward H. Bersoff and Srikant M. Datar, and Mr. Peter M. Schulte, are independent directors in accordance with the requirements of Nasdaq and the rules of the SEC. We believe we comply with all applicable requirements of the SEC and Nasdaq relating to director independence and the composition of the committees of our Board.

Board Leadership Structure; Lead Independent Director

The Board believes that when there is a combined Chairman and CEO, it is in the best interests of the Company and its stockholders to designate a lead director who is an independent director and, among other duties:

- presides over executive sessions of the independent directors;
- consults with the Chairman and CEO regarding scheduling and agendas for Board meetings;
- chairs Board meetings in the Chairman's absence;
- acts as a liaison between the independent directors and management;
- meets with any director whom the lead director deems is not adequately performing his or her duties as a member of the Board or any committee;
- consults with the Chairman and CEO on matters relating to corporate governance and Board performance;
- and leads the deliberation and action by the Board or a Board committee regarding any offer, proposal, or other solicitation or opportunity involving a possible acquisition or other change of control of the Company.

The Company believes that having a lead director, particularly in presiding over executive sessions of independent directors, effectively encourages full engagement of all directors. Dr. Bersoff has served as our lead director from June 5, 2008 to the present.

Each of our directors other than Mr. Kesavan is independent, and the Board believes that the independent directors provide effective oversight of management. The Board has complete access to the Company's management team, and the Board and its committees regularly receive reports from management on the Company's business affairs and the issues it faces.

The charter of the Governance and Nominating Committee calls for the annual review of the lead director position. At the Board meeting on June 6, 2014, the Company's Governance and Nominating Committee considered whether the Board's leadership structure, which includes a lead director and Mr. Kesavan serving as both Chairman and CEO, should be changed. Based on the Company's favorable experience with this Board leadership structure and the factors outlined above, the Committee concluded that the current leadership structure serves the Company well and there is no need to alter that structure at the present time. Both the Governance and Nominating Committee and the full Board re-affirmed the appointment of Dr. Bersoff as the Board's lead director.

The Board believes that its programs for overseeing risk, as described under "Risk Oversight" below, would be effective under a variety of leadership frameworks and, therefore, do not materially affect its choice of structure.

Risk Oversight

Our business is subject to various types of risk. Some of the Company's most significant risks are outlined in our 2014 Annual Report on Form 10-K under Item 1A, "Risk Factors." Our Board oversees our risk management processes that are implemented by management, including ensuring that necessary steps are taken to foster a culture of risk-adjusted decision-making throughout our organization. Each of our directors other than Mr. Kesavan is independent, and the Board believes that this independence provides effective oversight of management. The Board as a whole regularly reviews information and reports from members of senior management on areas of material risk, including risks related to the markets served by the Company and contract execution risks. The full Board also considers the risks associated with potential acquisitions. The Audit Committee reviews and evaluates the Company's overall risk profile, and the procedures and policies implemented by management to identify and manage such risks. The Compensation Committee is responsible for overseeing the management of risks relating to our compensation plans and arrangements. The Governance and Nominating Committee manages risks associated with the independence of the Board and potential conflicts of interest.

CORPORATE GOVERNANCE AND BOARD MATTERS

Board Committees

The Board has three (3) committees: the Audit Committee, Compensation Committee, and Governance and Nominating Committee, each composed entirely of independent directors as defined by Nasdaq. Each committee has a charter and a current copy of each charter can be found in the "Investor Relations – Corporate Governance" portion of our website (*www.icfi.com*).

	Audit Committee	Compensation Committee	G&N Committee
Eileen Auen		•	C
Dr. Edward H. Bersoff*–	C		•
Dr. Srikant M. Datar			•
Cheryl W. Grisé		C	
Sudhakar Kesavan			
Leslye Katz–	•		
Peter M. Schulte	•	•	

• Member
C Chair
– Audit Committee Financial Expert
* Lead Independent Director

Audit Committee. The Board has a separately designated standing Audit Committee as defined in Section 3(a)(58)(A) of the Exchange Act. It is currently composed of Dr. Bersoff, Mr. Schulte and Ms. Katz, with Dr. Bersoff serving as the Committee Chair. Ms. Katz joined the Audit Committee effective October 2, 2014. Mr. Kocot was a member of the Audit Committee prior to his resignation. The Audit Committee met eight (8) times during 2014. The Board has determined that each Audit Committee member is financially literate and has determined that Dr. Bersoff and Ms. Katz are each an "audit committee financial expert" as defined under SEC rules and regulations by virtue of his or her background and experience. Dr. Bersoff and Ms. Katz also qualify as financial experts in accordance with the listing standards of Nasdaq applicable to Audit Committee members. Each member of the Audit Committee is "independent" as defined by Rule 10A-3 of the Exchange Act and in accordance with the listing standards of Nasdaq. We expect the Audit Committee to meet at least four (4) times per year.

The Audit Committee: appoints our independent registered public accounting firm; reviews the financial reports and related financial information provided by the Company to governmental agencies and the general public; monitors compliance with the Company's Code of Business Ethics and Conduct (the "***Code of Ethics***"); reviews the Company's system of internal and disclosure controls and the effectiveness of its control structure; and reviews the Company's accounting, internal and external auditing, and financial reporting processes. The Audit Committee also reviews other matters with respect to our accounting, auditing, and financial reporting practices and procedures as it may find appropriate or may be brought to its attention. As a matter of practice, the Audit Committee also approves the engagement of other firms engaging in audit services for the Company, such as in an acquisition capacity. All of the non-audit services provided by the independent registered public accounting firm were pre-approved by the Audit Committee in accordance with its pre-approval procedures. The report of the Audit Committee required by the rules of the SEC is included in this Proxy Statement under "*Audit Committee Report.*"

Compensation Committee. The Compensation Committee is currently composed of Mses. Auen and Grisé and Mr. Schulte, with Ms. Grisé serving as the Committee Chair. The Compensation Committee met five (5) times during 2014. The Compensation Committee provides assistance to the Board in fulfilling its responsibilities relating to management, organization, performance, and compensation. In discharging its responsibilities, the Compensation Committee considers and authorizes our compensation philosophy, evaluates our senior management's performance, and approves all material elements of the compensation of our executive officers. The Compensation Committee also reviews the administration of our incentive compensation, retirement, and equity-based plans. See "*Compensation Discussion and Analysis*" for more information regarding the role of the Compensation Committee, management, and compensation consultants in determining and/or recommending the amount and form of executive compensation. The report of the Compensation Committee required by the rules of the SEC is included in this Proxy Statement under "*Compensation Committee Report*."

We expect the Compensation Committee to meet at least two (2) times per year. Each member of the Compensation Committee qualifies as a "non-employee director" under Rule 16b-3 promulgated under the Exchange Act, as an "outside director" under Section 162(m) of the Code and meets the requirements of Nasdaq Rule 5605(d)(2)(A).

Governance and Nominating Committee. The Governance and Nominating Committee is currently composed of Ms. Auen and Drs. Bersoff and Datar, with Ms. Auen serving as Committee Chair. The Governance and Nominating Committee met four (4) times during 2014.

The Governance and Nominating Committee: identifies and recommends candidates to be nominated for election as directors at our annual meeting, consistent with criteria approved by the full Board; annually evaluates and reports to the Board on its performance and effectiveness; annually reviews the composition of each Board committee and presents recommendations for committee membership to the full Board as needed; researches, evaluates, and recommends director compensation; considers and advises the Board on matters relating to the affairs or governance of the Board; considers matters relating to senior management succession; and reviews and approves all potential "related person transactions" as defined under SEC rules. We expect the Governance and Nominating Committee to meet at least three (3) times per year.

CORPORATE GOVERNANCE AND BOARD MATTERS

Compensation Committee Interlocks and Insider Participation

Mses. Auen and Grisé and Mr. Schulte were the members of our Compensation Committee during the year ended December 31, 2014. None of them is or was an officer or employee of the Company. None of our executive officers served as a member of the Board or the compensation committee of any entity that has one (1) or more executive officers serving as a member of our Board or Compensation Committee.

Process for Selecting and Nominating Directors

The Governance and Nominating Committee is responsible for nominating director candidates and considering director nominees. The Governance and Nominating Committee uses a variety of methods for identifying and evaluating nominees for director and regularly assesses the appropriate size of the Board and whether any vacancies on the Board are expected due to retirement or otherwise. In the event that vacancies are anticipated or otherwise arise, the Governance and Nominating Committee considers various potential candidates for director. Candidates may come to the attention of the Governance and Nominating Committee through current Board members, professional search firms, stockholders, or other persons. It is expected that the Governance and Nominating Committee will have direct input from the Chairman and CEO and the Lead Director, as appropriate.

Identified candidates are evaluated at regular or special meetings of the Governance and Nominating Committee and may be considered at any point during the year. As described below, the Governance and Nominating Committee considers properly submitted stockholder recommendations for Board candidates to be included in the Company's proxy statement. Following verification of the stockholder status of any person proposing a candidate, recommendations are considered by the Governance and Nominating Committee at a regularly scheduled meeting. If any materials are provided by a stockholder in connection with the nomination of a director candidate, such materials are forwarded to the Governance and Nominating Committee. The Governance and Nominating Committee also reviews materials provided by professional search firms and other parties in connection with a nominee who is not proposed by a stockholder.

The Governance and Nominating Committee maintains and periodically updates its non-exclusive "Board membership criteria" to assist the committee in evaluating candidates for the Board, which are summarized above under "*Proposal 1: Election of Directors*."

As suggested by our Board selection criteria summarized above, the Governance and Nominating Committee and Board believe that diversity should play a role in the selection of directors, although neither has developed a formal policy regarding the consideration of diversity. Accordingly, the Governance and Nominating Committee takes into account factors such as race, gender, and national origin in evaluating nominees for Board membership. A diverse Board, made up of directors with a mix of opinions, perspectives, professional and personal experiences, race, gender and age will allow the Board to make effective decisions for the Company, our stockholders, and our clients.

There are no stated minimum criteria for director nominees, and the Board may also consider such factors as it deems appropriate and in the best interests of the Company and our stockholders.

As mentioned above, we will consider candidates for director who are recommended by stockholders. Stockholder recommendations should be submitted in writing to: ICF International, Inc., 9300 Lee Highway, Fairfax, Virginia 22031, Attention: Mollie Roy, Corporate Secretary. Such stockholder's notice shall set forth, for each nominee, all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors pursuant to Regulation 14A under the Exchange Act (including such person's written consent to being named as a nominee and to serving as a director if elected). Among other information, the notice shall also include, as to the stockholder giving notice: (i) the name and address of the stockholder; (ii) the class or series and number of shares of the Company which are, directly or indirectly, owned by such stockholder, as well as options, warrants, convertible securities, stock appreciation rights, and similar instruments of the Company ("***Derivative Instruments***") that are held by the stockholder; (iii) any proxy, contract, arrangement, understanding, or relationship pursuant to which such stockholder has a right, directly or indirectly, to vote any shares of any security of the Company; (iv) any short interest in any security of the Company directly or indirectly owned by such stockholder; (v) any rights to dividends on the shares of the Company owned beneficially by such stockholder that are separated or separable from the underlying shares of the Company; (vi) any proportionate interest in shares of the Company or Derivative Instruments held, directly or indirectly, by a general or limited partnership in which such stockholder is a general partner or, directly or indirectly, beneficially owns an interest in a general partner; and (vii) any performance-related fees (other than an asset-based fee) to which such stockholder is entitled based on any increase or decrease in the value of shares of the Company or Derivative Instruments.

To be eligible to be a nominee for election or reelection as a director of the Company, a person must submit to the Corporate Secretary (in accordance with the time periods prescribed for delivery of notice under the Company's Bylaws) at the above address a written response to a questionnaire with respect to the background and qualification of such person (which questionnaire shall be provided by the Corporate Secretary upon written request) and a written representation and agreement (in the form provided by the Corporate Secretary upon written request) that such person: (i) is not and will not become a party to (x) any agreement, arrangement, or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the Company, will act or vote on any issue or question (a "***Voting Commitment***") that has not been disclosed to the Company or (y) any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a director of the Company, with such person's fiduciary duties under applicable law; (ii) is not and will not become a party to any agreement, arrangement, or understanding with any person or entity other than the Company with respect to any direct or indirect compensation, reimbursement, or indemnification in connection with service or action as a director that has not been disclosed therein; and (iii) would be in compliance, if elected as a director of the Company, and will comply with all applicable publicly disclosed corporate governance, conflict of interest, confidentiality, and stock ownership and trading policies and guidelines of the Company.

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CORPORATE GOVERNANCE AND BOARD MATTERS

Instead of filling the vacancy left by the departure of S. Lawrence Kocot, the Board will reduce its size by one (1) member so that the Board will consist of seven (7) members.

Executive Stock Ownership Policy

The Company strives to ensure alignment with stockholder interests by means of ensuring that Company executives have wealth accumulation that is consistent with the long-term performance of the Company. In May 2014, the Compensation Committee, upon recommendation from Company management, adopted a revised Executive Stock Ownership Policy (the "***Executive Stock Ownership Policy***") that became effective on January 1, 2015. The policy: (i) expanded the group of executives who would be subject to the policy; (ii) increased the levels of stock ownership executives are required to hold; and (iii) clarified the types of equity that would be considered for purposes of complying with an updated policy. Currently, certain designated executives of ICF International are subject to the policy. The Chairman and CEO is required to hold Company common stock valued at four (4) times his base salary; NEOs are required to hold Company common stock valued at two (2) times their base salary; and other designated executives are required to hold Company common stock valued at one (1) times their base salary. The following types of equity count towards satisfying the stock ownership requirement: (i) any shares held outright as a result of vested restricted stock units or performance shares, (ii) shares acquired through the exercise of stock options or purchased through the Employee Stock Purchase Plan, (iii) unvested restricted stock units, and (iv) vested in-the-money stock options. In addition, designated executives are required to hold all shares acquired from restricted stock units awarded, vested performance shares and stock option exercises, net of shares withheld for taxes, until they meet the policy's requirements. For designated executives (including NEOs) as of January 1, 2015, ownership levels are to be achieved within five (5) years of that date, and for newly appointed designated executives, such levels are to be achieved by the later of the fifth (5th) anniversary of becoming a designated executive, or December 31 of that year. As of April 6, 2015, each of our NEOs either met these stock ownership guidelines or are expected to meet the applicable ownership guidelines within the specified time period.

Board Stock Ownership Guidelines

The Board believes that its members should be incentivized to focus on the Company's long-term stockholder value. In March 2011, upon the recommendation of the Governance and Nominating Committee, the Board adopted a revised Board member stock ownership policy establishing, as a guideline (but not an absolute requirement), that non-employee members of the Board of the Company be expected to own shares of Company common stock valued at five (5) times such director's annual cash meeting retainer, which may include shares of unvested restricted stock (*i.e.*, directors are strongly encouraged to hold common stock valued at $300,000 (or five (5) times $60,000)). Such ownership level is to be achieved over a period of four (4) years after becoming a member of the Board. As of April 6, 2015, each of our non-employee directors either met these stock ownership guidelines or are expected to meet the applicable ownership guidelines within the specified time period.

Director Continuing Education

The Board believes that director continuing education is important for maintaining a current and effective Board, and adopted a Director Continuing Education Policy on March 1, 2013. The Company's policy encourages directors to participate in continuing education and accredited director education programs, with the intent of becoming and remaining well informed about the Company, its industry and business, its relative performance to its competitors and regulatory issues and economic trends affecting the Company.

Prohibitions on Derivatives Trading, Hedging and Pledging

Pursuant to the Company's "Policy on Insider Information and Securities Trading," the Company considers it improper and inappropriate for any employee, officer or director of the Company to engage in short-term or speculative transactions in the Company's securities. The policy specifically prohibits directors, officers and other employees from engaging in short sales of the Company's securities and transactions in puts, calls or other derivative securities (sometimes referred to as "***hedging***"). In addition, stock grant agreements prohibit the pledging or assignment of awards. Each of the NEOs and directors complied with this policy during fiscal year 2014.

Stockholder Communications with the Board

You may contact the Board by sending a letter marked "Confidential" and addressed to the Board, ICF International, Inc., c/o Corporate Secretary, 9300 Lee Highway, Fairfax, Virginia 22031. In accordance with instructions from the Board, the Corporate Secretary reviews all correspondence, organizes the communications for review by the Board, and posts communications to the full Board, specific committees or individual directors, as appropriate. Communications that are intended specifically for the lead director, the independent directors, or non-management directors should be marked as such.

Director Compensation

The following discussion outlines the compensation that was earned by non-employee directors during 2014, as well as our anticipated director compensation structure for 2015. The compensation of our Board is evaluated from time to time by our Governance and Nominating Committee, and will be evaluated at its June 2015 meeting.

Directors who are employed by us do not receive additional compensation for their service on the Board. All directors are entitled to reimbursement of expenses for attending each meeting of the Board and each committee meeting.

CORPORATE GOVERNANCE AND BOARD MATTERS

Director Compensation Table for 2014

The following table provides the compensation earned by individuals who served as non-employee directors of the Company during 2014.

Name[1]	**Fees Earned or Paid in Cash ($)**[2]		**All Other Compensation ($)**[3]		**Total Compensation ($)**
(a)	**(b)**		**(g)**		**(h)**
Eileen O'Shea Auen	$86,000	(4)	$120,000	(6)	$206,000
Dr. Edward H. Bersoff	$120,000		$120,000	(5)	$240,000
Dr. Srikant M. Datar	$68,000		$120,000	(5)	$188,000
Cheryl W. Grisé	$78,000		$120,000	(6)	$198,000
Leslye G. Katz[7]	$18,000		$30,000	(6)	$48,000
S. Lawrence Kocot	$72,000		$120,000	(6)	$192,000
Peter M. Schulte	$80,000	(4)	$120,000	(6)	$200,000

(1) Sudhakar Kesavan is not included in this table because during 2014 he was an employee of the Company and therefore received no compensation for his director service. The compensation received by Mr. Kesavan as an employee of the Company is shown in the 2014 Summary Compensation Table below.

(2) Represents the meeting retainers earned in 2014. Directors may elect to receive those fees in the form of cash, stock or a combination thereof.

(3) Pursuant to our Annual Equity Election Program, each director has the option to choose to receive his or her $120,000 annual payment in the form of cash, unregistered stock or a combination of the two, issued on a pro rata basis as of the last business day of each calendar quarter.

(4) Includes quarterly payments made in the form of unregistered stock in lieu of cash at the election of the director, representing the grant date fair value for such unregistered stock computed in accordance with FASB ASC Topic 718.

(5) Represents the quarterly pro rata issuance of the $120,000 annual payment in the form of cash at the election of the director.

(6) Director has elected to receive all or a portion of the quarterly pro rata issuance of the $120,000 annual payment in the form of unregistered stock, representing the grant date fair value for such unregistered stock computed in accordance with FASB ASC Topic 718.

(7) Ms. Katz joined the Company's Board on October 2, 2014; accordingly, her compensation reflects only a partial year.

2014 Board Compensation

Each director has the option to choose to receive a $120,000 annual payment in the form of cash, unregistered stock or a combination of the two, issued on a pro rata basis as of the last day of each calendar quarter. Shares issued pursuant to this annual payment are issued from treasury stock.

In addition to the $120,000 annual payment for 2014, the annual cash meeting retainer was $60,000, covering the five (5) regular Board meetings during a year, one (1) annual meeting, and a reasonable number of special Board meetings. The chair of the Audit Committee received a retainer of $32,000 (including member fee) and each other Audit Committee member received a retainer of $12,000. The chair of the Compensation Committee received a retainer of $18,000 (including member fee) and each other Compensation Committee member received $8,000. The chair of the Governance and Nominating Committee received a retainer of $18,000 (including member fee) and each other Governance and Nominating Committee member received $8,000. Compensation for the lead director is an annual fee of $20,000.

Our non-employee directors receive compensation quarterly, based upon a quarterly amount of the aggregate annual payment they each are entitled to receive depending upon each director's committee membership. Board members may elect to convert their quarterly cash compensation into our common stock at the fair value of our common stock on the first business day of the quarter.

Code of Ethics

On May 4, 2010, the Board adopted an updated Code of Ethics that is designed to promote the highest standards of ethical conduct by the Company's directors, executive officers and employees. The Code of Ethics requires that the Company's directors, executive officers and employees avoid conflicts of interest, comply with all laws and other legal requirements, conduct business in an honest and ethical manner, and otherwise act with integrity and in the Company's best interest. Under the terms of the Code of Ethics, directors, executive officers and employees are required to report any conduct that they believe in good faith to be an actual or apparent violation of the Code of Ethics.

CORPORATE GOVERNANCE AND BOARD MATTERS

The Code of Ethics and all Board committee charters are posted in the "Investor Relations – Corporate Governance" portion of our website (www.icfi.com). A copy of any of these documents is available in print (free of charge to any stockholder) who requests a copy by writing to: ICF International, Inc., 9300 Lee Highway, Fairfax, Virginia 22031, Attention: Mollie Roy, Corporate Secretary. The Company will disclose on its website at www.icfi.com, to the extent and in the manner permitted by Item 5.05 of Form 8-K, the nature of any amendment to the Code of Ethics (other than technical, administrative, or other non-substantive amendments) and our approval of any material departure from a provision of the Code of Ethics that has been made known to any of our executive officers.

Certain Relationships and Transactions with Related Persons

Our Code of Ethics, which applies to all directors, executive officers and employees, emphasizes the importance of avoiding situations or transactions in which personal interests interfere with the best interests of us and/or our stockholders. In addition, the Board has adopted a written policy on interested director transaction reporting and approval designed to alert the Board, and in particular the Governance and Nominating Committee, of material transactions involving the Company and directors and their affiliates so that the Board may be aware of and consider such transactions in advance, on a case-by-case basis. As to matters coming before the Board in which individual directors may have a personal interest, the Board has adopted procedures to ensure that all directors voting on such a matter disclose the personal interest, abstain from voting on the matter, and discuss the transaction with counsel if necessary. The Board has delegated the task of discussing, reviewing, and approving transactions between the Company and any of our executive officers or Board members to the Governance and Nominating Committee.

There have not been any transactions during the last fiscal year to which we have been a party, in which the amount involved in the transaction exceeded $120,000, and in which any of our directors, executive officers or holders of more than 5% of our capital stock had or will have a direct or indirect material interest other than equity and other compensation, termination, change-in-control and other arrangements, which are described in the section captioned "*Executive Compensation —Potential Payments upon Termination or Change of Control*."

Other Transactions Considered for Independence Purposes

For each director and nominee for director who is identified as independent, the SEC rules require the description of transactions, relationships or arrangements that are not required to be disclosed as related person transactions, but that were considered by the Board in determining that the director is independent. Each transaction that the Company believes is a related person transaction, if any, is described immediately above under the caption "*Certain*

Relationships and Transactions with Related Persons." There were, however, transactions with independent directors that did not rise to the level of a related person transaction, but that were considered for independence purposes. The Board affirmatively determined that each of such transactions did not impair the applicable director's independence.

Executive Officers Of The Company During 2014

The following table includes information with respect to the individuals who served as our executive officers during 2014. On April 8, 2015, Ms. Reiff notified the Company that, after more than 25 years of service, she would retire from the Company as of July 31, 2015. The age indicated for each individual is as of December 31, 2014. The biographical information for Mr. Kesavan is found under "*Directors Whose Term of Office Expires in 2017—Class II Directors*."

Name	**Age**	**Title**
Sudhakar Kesavan	60	Chairman and Chief Executive Officer
John Wasson	53	President and Chief Operating Officer
James C. Morgan	49	Executive Vice President and Chief Financial Officer
Ellen Glover	59	Executive Vice President – Technology & Management Solutions
Isabel S. Reiff	65	Executive Vice President – Corporate Growth and Strategic Accounts

John Wasson serves as President and Chief Operating Officer ("***COO***") of ICF International and has been with the Company since 1987. On June 7, 2010, Mr. Wasson was named President of the Company, replacing his former title of Executive Vice President. Mr. Wasson has served the Company in various capacities over the last twenty-seven (27) years, joining the Company as an associate in 1987, becoming a senior associate in 1989, a project manager in 1991, vice president in 1994, senior vice president in 1998, executive vice president in 2001 and Chief Operating Officer in 2003. Mr. Wasson previously worked as a staff scientist at the Conservation Law Foundation of New England and as a researcher at the Massachusetts Institute of Technology Center for Technology, Policy and Industrial Development. Mr. Wasson holds a Master of Science degree in Technology and Policy from the Massachusetts Institute of Technology and a Bachelor of Science in Chemical Engineering from the University of California, Davis.

James C. Morgan serves as the Company's Executive Vice President and Chief Financial Officer ("***CFO***"). He joined the Company in 2012. From 2011 until his employment by the Company, Mr. Morgan served as a member of the Board and as the Executive Vice President and Chief Financial Officer of Serco, Inc., a division of Serco Group PLC. From 1993 until 2011, Mr. Morgan held a number of positions at Science Applications International Corporation; in particular, Senior Vice President and Senior Financial Officer, Strategic and Operational Finance from 2005 until 2011 and Senior Vice President, Business Transformation Officer from 2008 until 2011. Previously, Mr. Morgan was an Experienced Senior Consultant in the Special Services and Contracting Group at Arthur Andersen & Company. Mr. Morgan received his Bachelor of Science in Accounting from North Carolina State University and his Masters in Business Administration from George Washington University. Mr. Morgan has been a Certified Public Accountant;

his license is currently inactive.

EXECUTIVE OFFICERS OF THE COMPANY DURING 2014

Ellen Glover joined the Company in 2005 as an Executive Vice President of the group now known as Technology and Management Solutions. Prior to joining the Company, Ms. Glover served as the Vice President and General Manager of Dynamics Research Corporation, a former publicly traded professional and technical services contractor to government agencies. Dynamics Research Corporation had previously acquired Impact Innovations Group, a provider of information technology services to federal and commercial markets, where Ms. Glover served as President from 2002 to 2004. From 1983 to 2002, Ms. Glover was an officer of Advanced Technology Systems, a provider of information technology services to the U.S. Department of Defense and civilian agencies, including serving as President and Chief Operating Officer from 1994 to 2002. In December 2014, Ms. Glover was elected to a second term as the Chair of the Board of the Profe